

MARVEL

VOL
17

ULTIMATE SPIDER-MAN®



CLONE SAGA

3AGLEY
AFTER ROMITA

ISANOVE

ULTIMATE SPIDER-MAN



CLONE SAGA

ULTIMATE SPIDER-MAN



CLONE SAGA

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“IF I’VE TOLD YOU ONCE...”

Let’s get something clear, right up front:

In this writer’s opinion, there are no new stories.

Every tale is twice-told, at the very least. Every myth, particularly our modern myths, is a retelling of an older, perhaps forgotten myth, which in turn was a re-imagining of another myth, and so on, and so on.

The Egyptians took their creation and heroic myths from the Sumerians; the Greeks took them from the Egyptians; the Romans, from the Greeks...and so on, and so on.

And we myth-makers of the modern age, we retell the tales of an earlier era, which in turn were taken from the story-crafters of another time, and so on, and so on.

You hold in your hands a re-imagining of one of Marvel’s greatest (and long-in-the-telling) myths: the Spider-Man Clone Saga.

As someone present at the creation of the first iteration of this modern myth, I can tell you without reservation that Brian Michael Bendis and Mark Bagley have made this re-imagined tale their very

own, and impressively so. They’ve taken a story that in its original telling spanned many years and many different writers and artists, and tightened it into a fast-paced, nine-part tour de force.

Of course, they did have the advantage of hindsight.

They knew where they were going, which is more than those of us involved with the first telling of this tale can truthfully say.

The Clone Saga, as it’s known now, was never intended to be what it became. Initially, it began as a response to reader reaction to the death of (the original) Gwen Stacy. I wrote that story, basing it on ideas developed by John Romita, Roy Thomas, and myself, with the blessing of Stan Lee, our fearless leader, and though we all hoped it might provoke a strong response from the fans (else, why do it?), none of us had any idea how strong a reaction it would turn out to be.

The fans didn’t just hate the fact we killed off Peter Parker’s current girlfriend — they hated us for doing it.

I mean, they hated us. As in, excoriating fan-mail hate. As in, near death-threat hate. As in, “I’ll never read another Marvel comic as long as I live” hate.

I guess we hit a nerve.

Good for us, right? A story that provokes that intense a reaction is a good story.

On the other hand...

I don’t think Marvel (or any other comic book company up to that time) ever had experienced anything like the response we got to Gwen Stacy’s death. Stan certainly never had, and as both publisher and chief spokesman for Marvel’s bullpen, he took most of the heat. Accustomed to being the hero of all True Believers everywhere, Stan found himself greeted with dismay and (sometimes) open hostility at comic conventions and college campus speaking tours. The fans weren’t happy about Gwen’s death and let him know it — big-time. I know I was pretty shaken myself by the intensity of the response, but for Stan, it must’ve been pretty overwhelming, because a few months after we killed Gwen, Stan told us we had to find a way to bring her back.

“But, Stan,” we told him, “we can’t bring Gwen back. She’s dead. And at Marvel, when characters die, they stay dead. Remember Uncle Ben? Dead. Remember Bucky? Dead. Remember Sue and Johnny Storm’s father? Dead. Remember the little Dutch kid in Sgt. Fury and His Howling Commandos? Dead, dead, dead. Every one of those characters died a memorable death, Stan, and every one of them is still dead! How can we bring



back Gwen Stacy without throwing away one of the cornerstones of the Marvel approach to comics? How, Stan? How?”

Stan: “I don’t care how, just do it!”

So we did it.

With one concession: I got Stan to agree that if we brought Gwen back, we could eventually write her out. I liked Peter and Mary Jane as a couple; and while I had no objection to throwing a monkey wrench into their relationship, I didn’t want to destroy it entirely.

So we did it.

To say I wasn’t thrilled about having to tell a story I didn’t believe needed telling is an understatement. On top of my philosophical objection to the idea, I had practical issues. Gwen was, as I think I mentioned above, dead. She hadn’t gone missing, she hadn’t been swept out to sea or lost in a blizzard. She was dead and buried. Short of divine intervention, she was going to stay dead. So how could I bring her back...

Unless...

Unless the Gwen who came back wasn’t the same Gwen who’d died.

So, what, then — a long-lost, forgotten and never-acknowledged twin?

Nah...

This had to be the real Gwen, but at the same time, not the real Gwen. And the only way that could happen...

... was if the Gwen who came back was the clone of the Gwen who died.

Hmm.

This had possibilities...

Sometimes, when you have to do something you don’t want to do, against your better judgment and every instinct you have as a creator — sometimes, something very special happens.

The bad idea gives rise to a good idea.

In this case, it seems, several very good ideas.

The need to bring Gwen Stacy back from the dead led to the creation of the Jackal, which led to the creation of the Punisher, which led to many, many issues of many, many magazines featuring the man with the death’s head tee shirt. So that’s one good thing.

And it led, eventually, to something else:

The original Spider-Man Clone Saga...

... and to this, its very special re-imagining.

As I said at the start, in this writer’s opinion, there are no new stories. Every story is, at the very least, a twice-told tale.

It’s what you do with the story you’re retelling that matters.

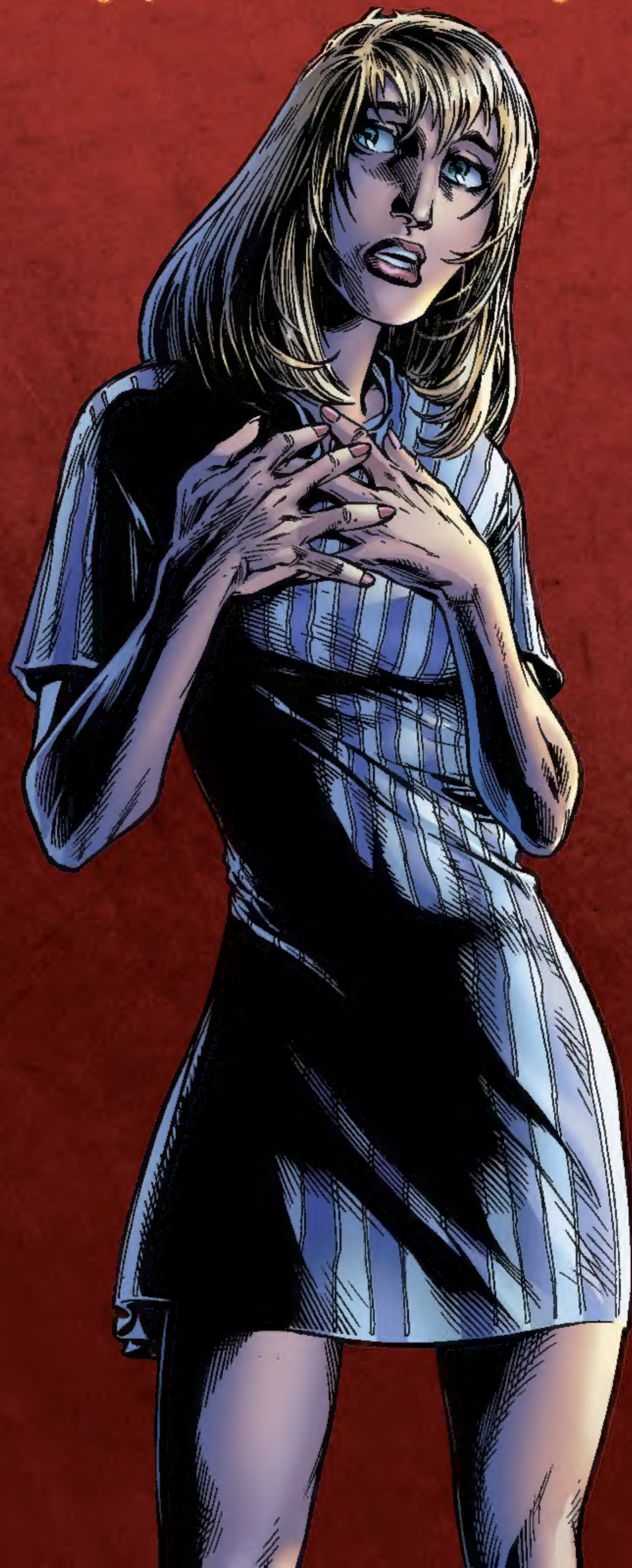
What Brian and Mark have done with their retelling of the Clone Saga has made something that was old, new again. In the process, they’ve made the tale their own.

Read. Enjoy.

I know I sure did.

— Gerry Conway
Mammoth Lakes, CA
February, 2007

In addition to 1973’s groundbreaking “The Night Gwen Stacy Died” in Amazing Spider-Man #121, Gerry Conway earned comic-book immortality by helping develop the Punisher with Ross Andru. Besides scripts for Fantastic Four, Incredible Hulk, Avengers and almost every other major Marvel character, he has written DC characters such as Superman, Batman, Wonder Woman and others, as well as the history-making crossover Superman vs. the Amazing Spider-Man. He has published two novels and numerous teleplays.



PREVIOUSLY:

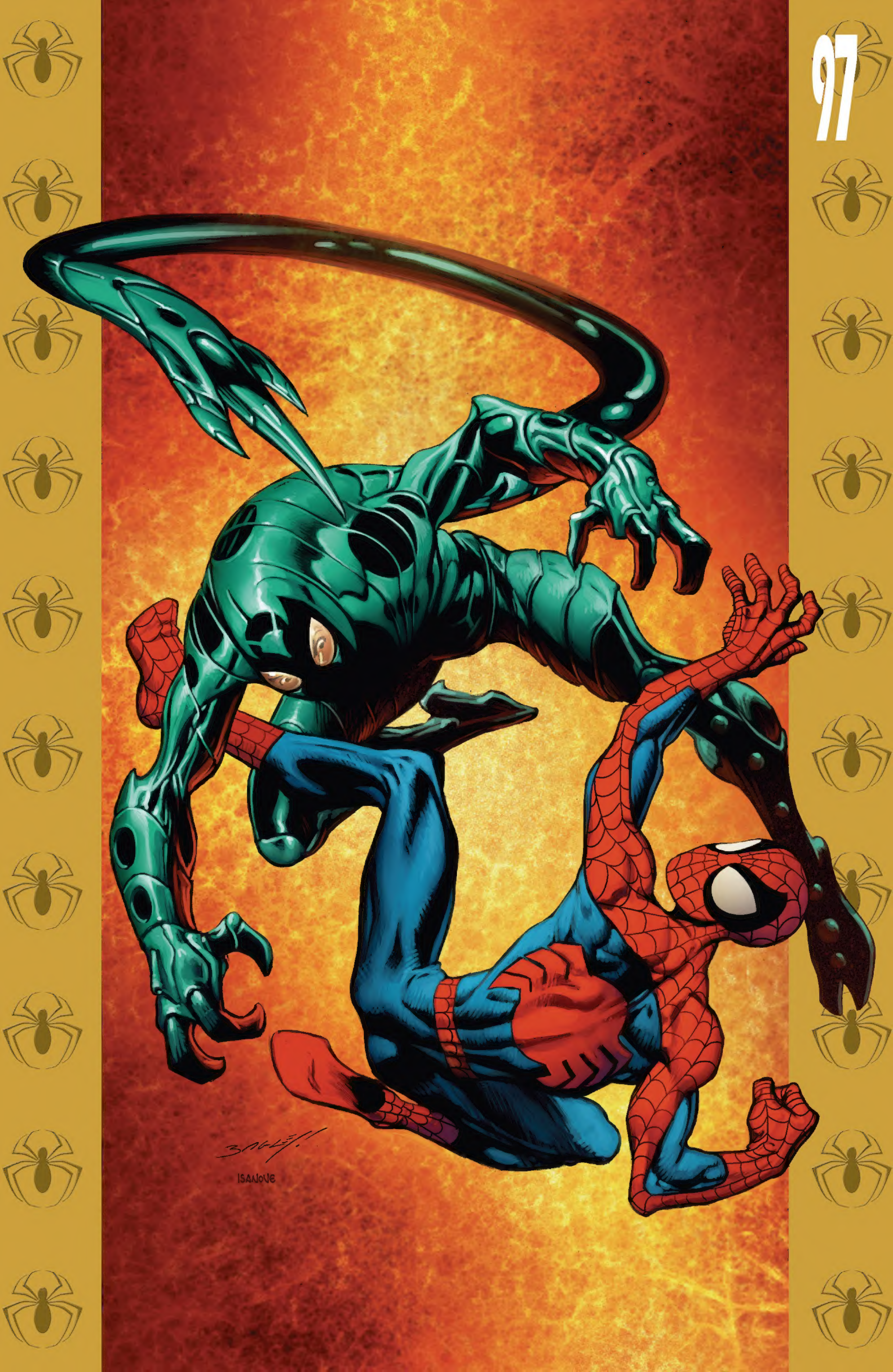
The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

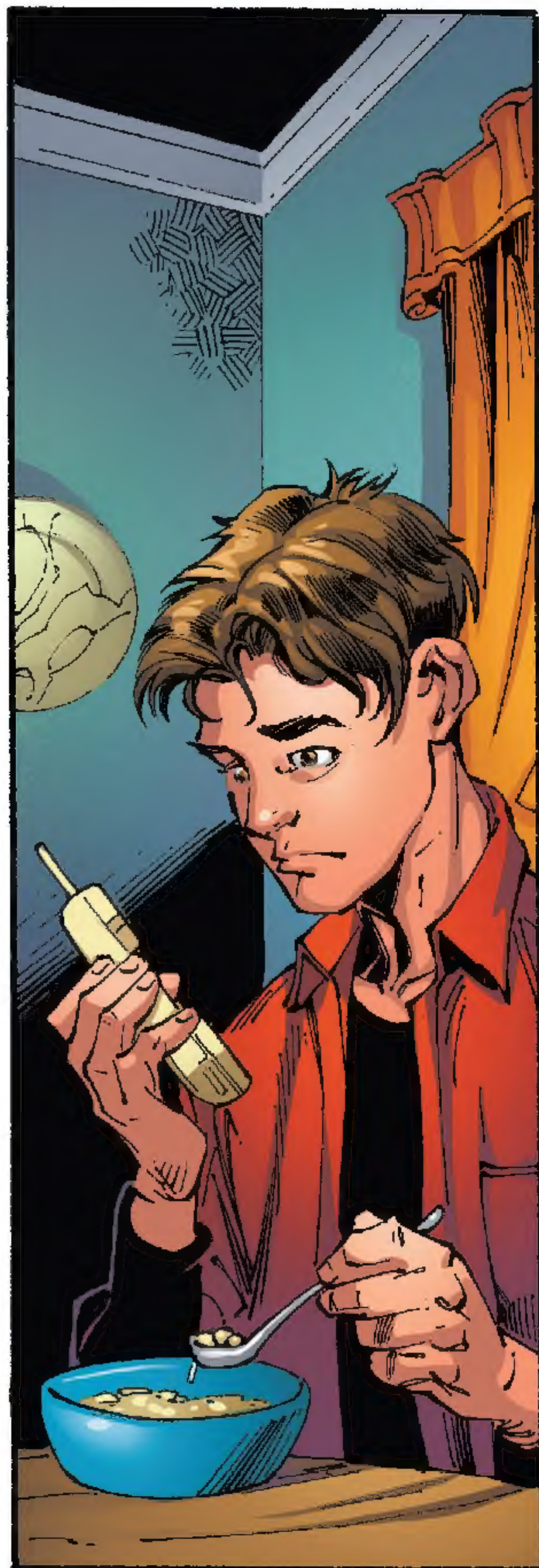
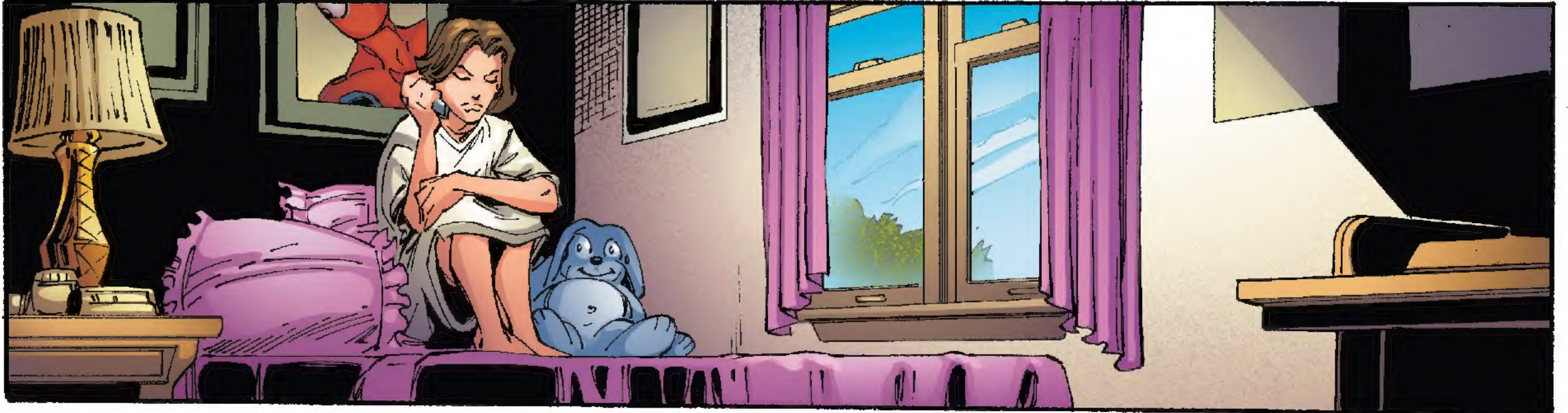
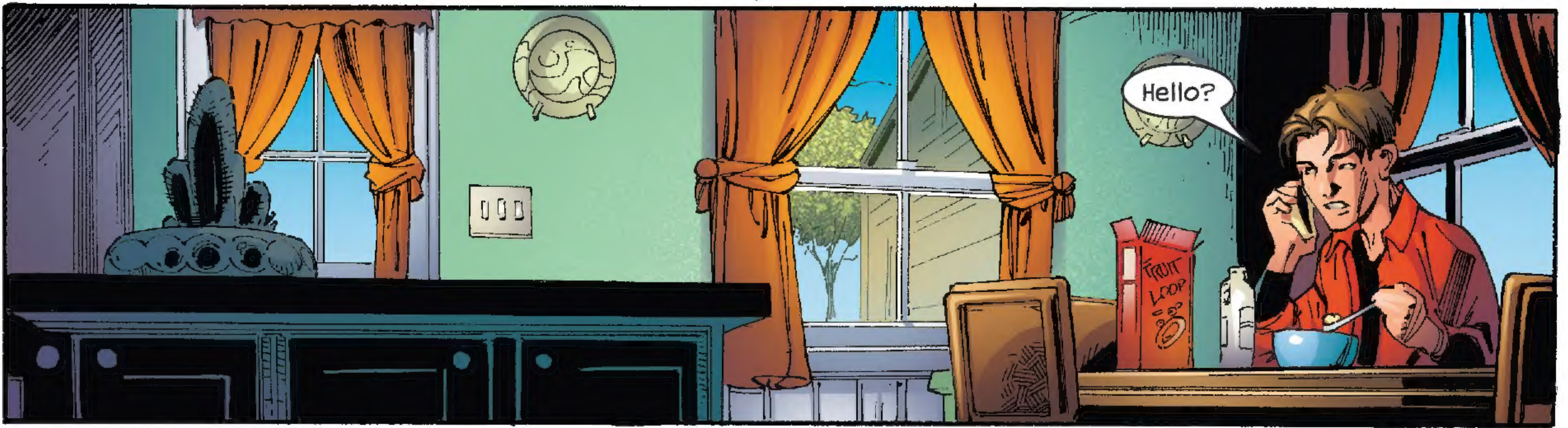
Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing-time as the misunderstood, web-slinging Spider-Man.

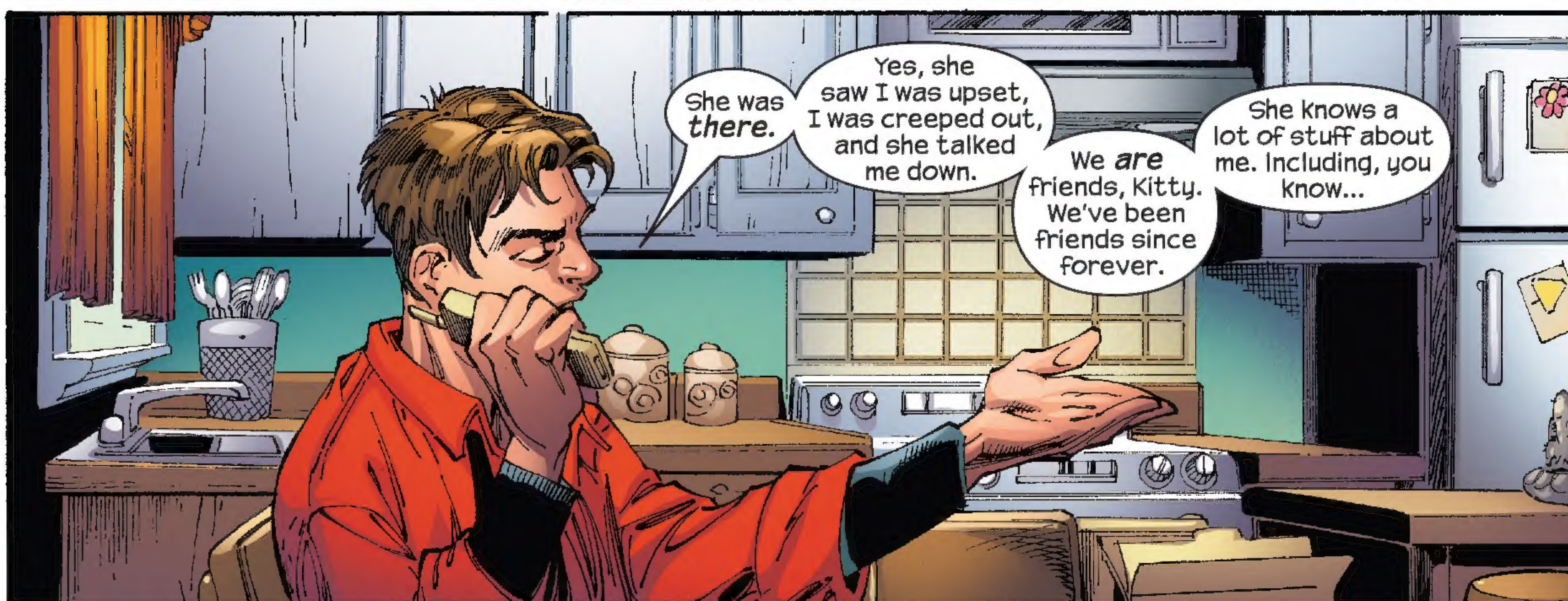
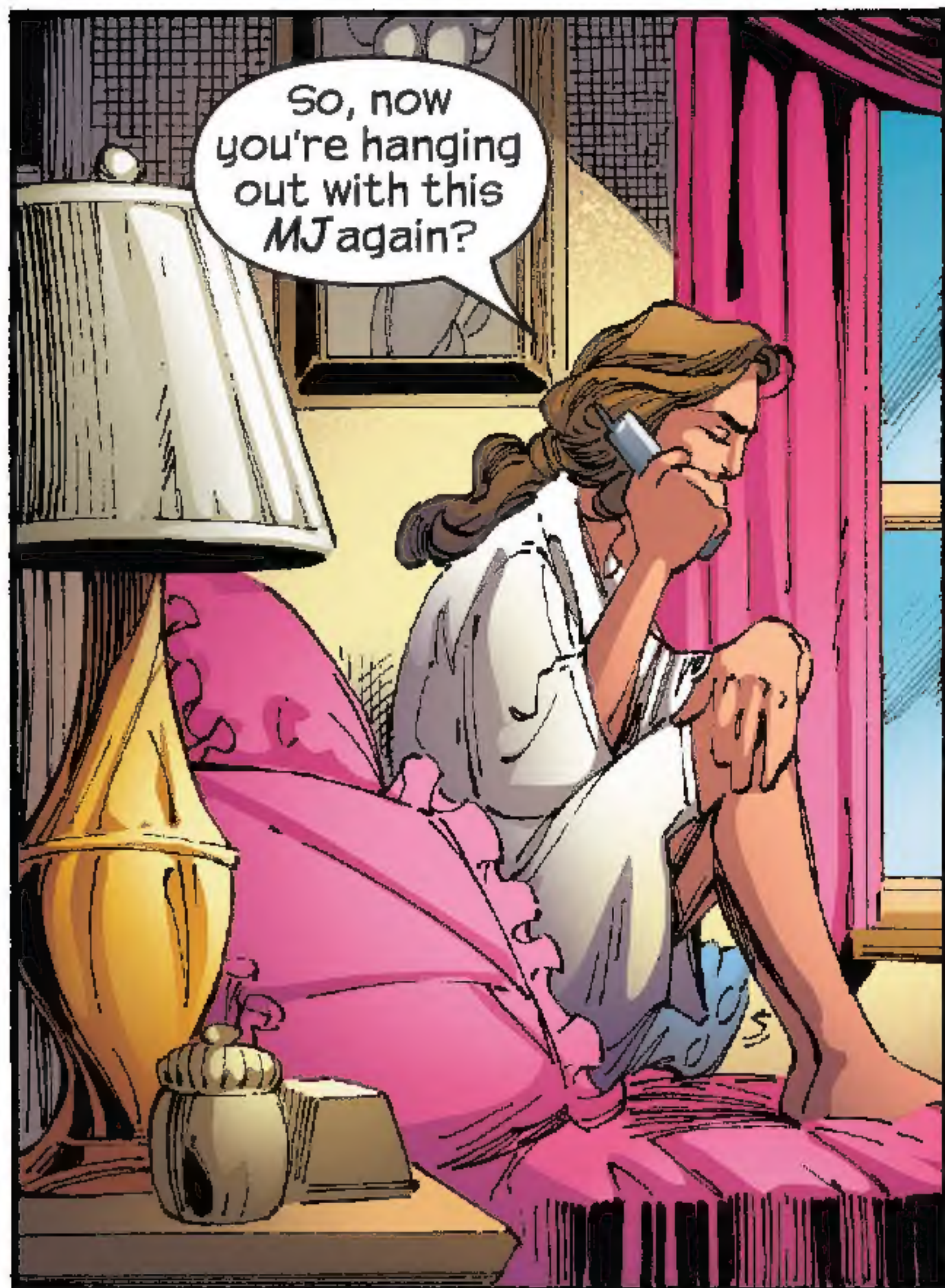
Having recently broken up with Mary Jane, Peter started seeing Kitty Pryde, member of the super-powered mutant team, the X-Men. Kitty — whose identity as the super hero Shadowcat is known to the world — tried to create as normal a relationship as circumstances would allow. Unfortunately, a televised team-up romantically linked Shadowcat and Spider-Man, meaning that, without revealing Peter's secret identity, Kitty couldn't also be dating Peter.

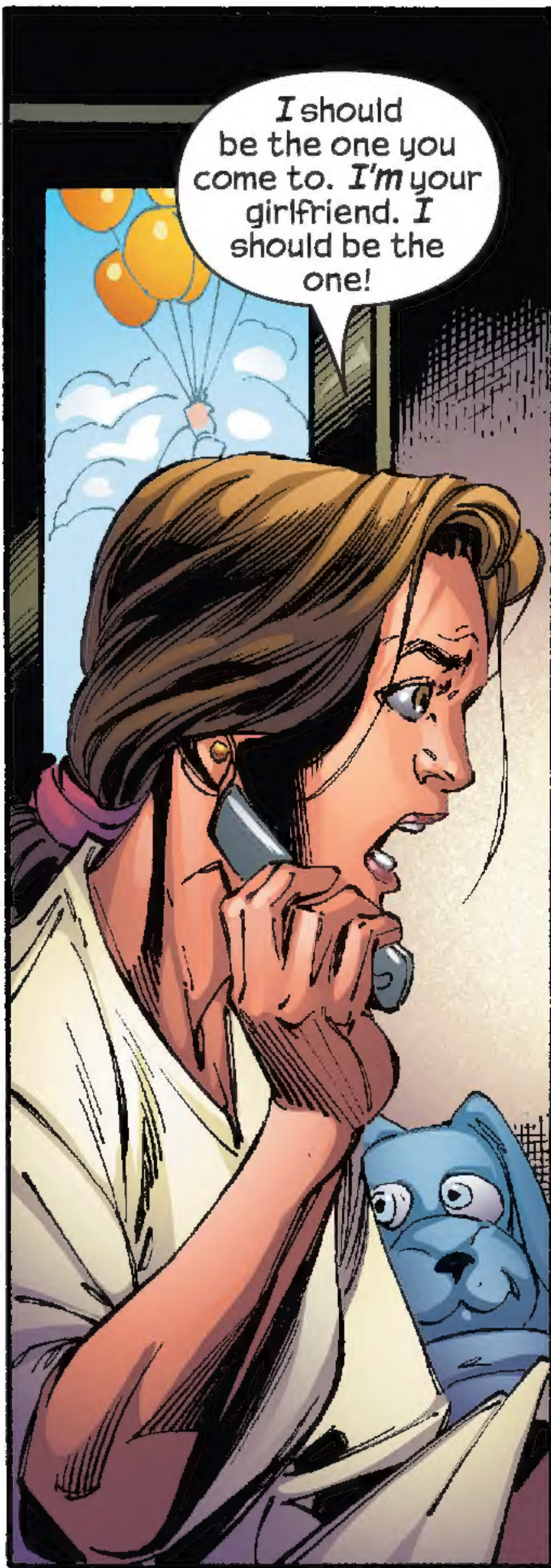
Moreover, the relationship has — understandably — put a tremendous strain on Peter and MJ's friendship...







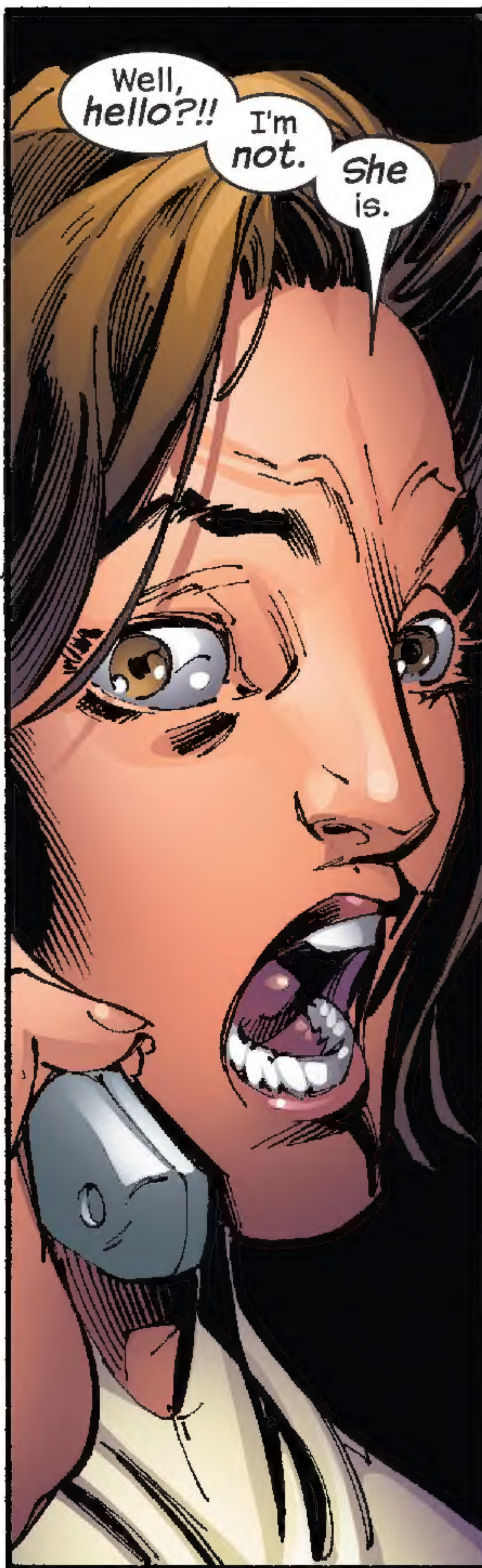




I should be the one you come to. *I'm* your girlfriend. I should be the one!



You are.



Well, hello?!!

I'm not.

She is.



I'm not the only person in the world *you* talk to.

You have all your friends in the X-Men.

Yeah, but--

I have *no* friends.

Zero friends.

And I have *no one* who knows about, you know, my other life but you and her.

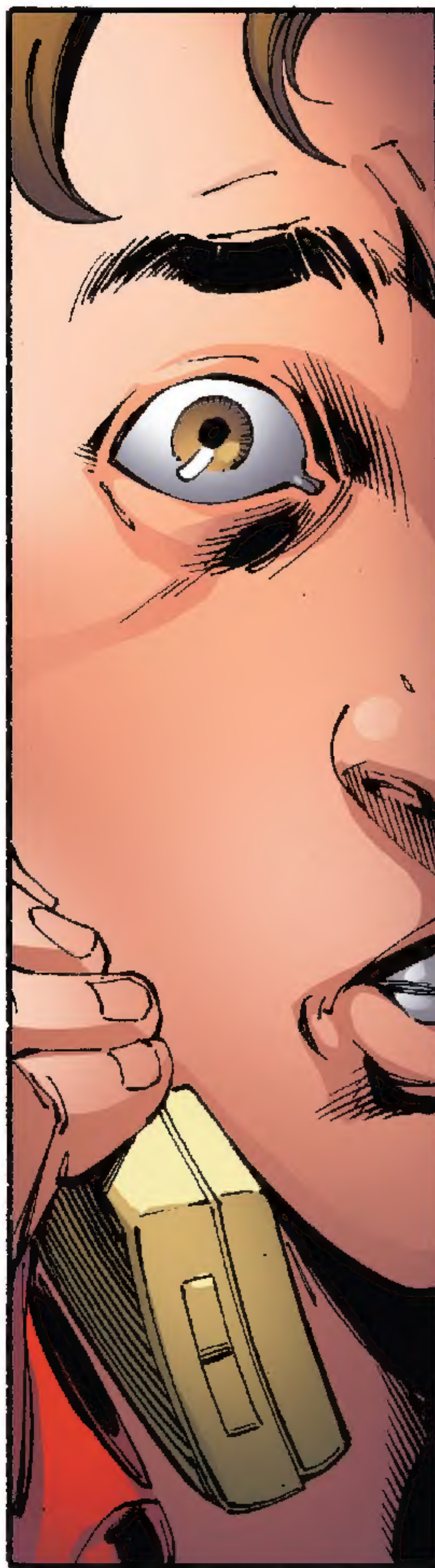
(And half the super villains in the tri-state area.)



It's different.

How is it different?

You're in love with her!!



Oh my God!

You didn't break up with her because you *hate* her, you broke up with her because you thought you had to-- to keep her from getting hurt!!!

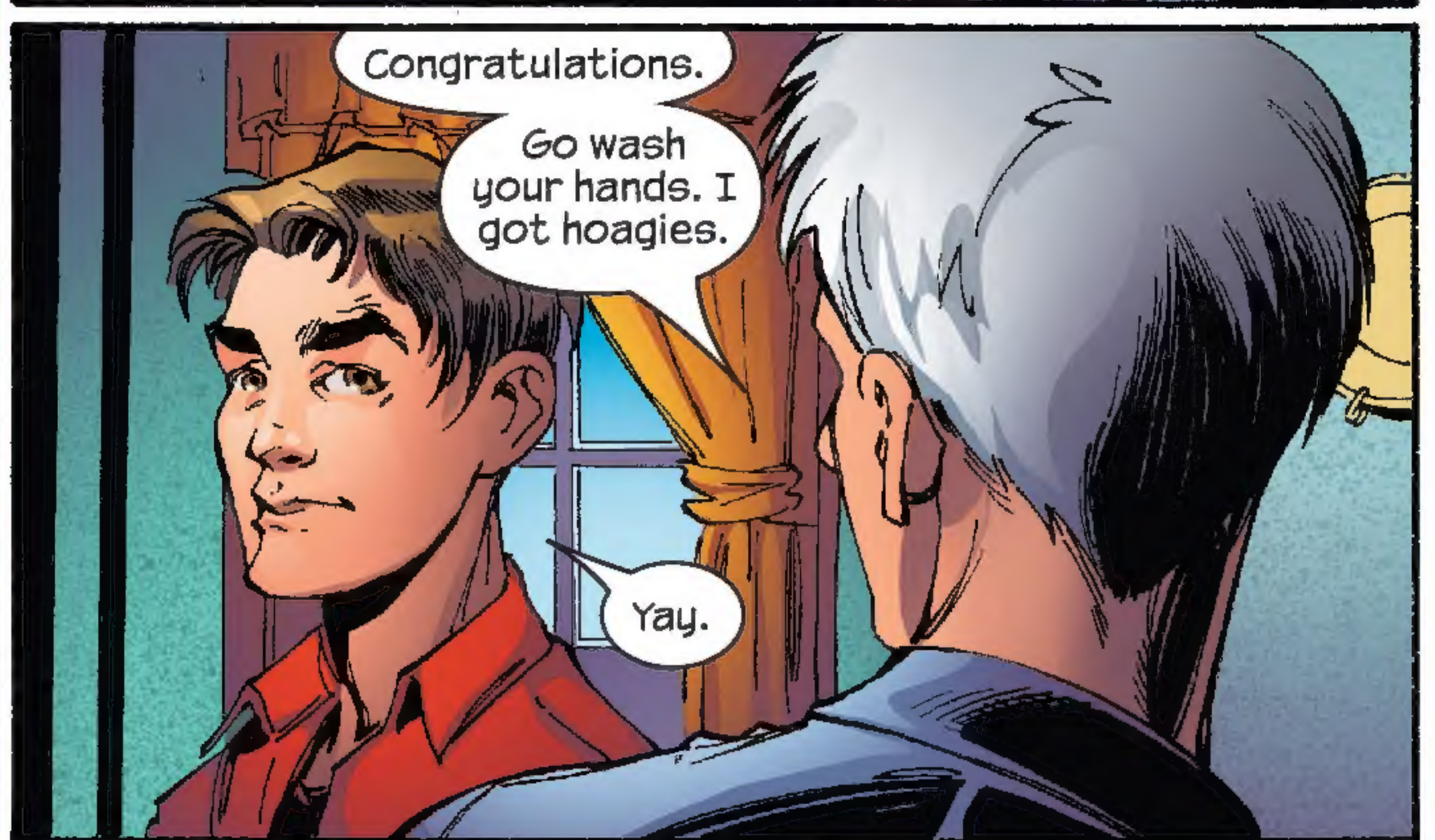


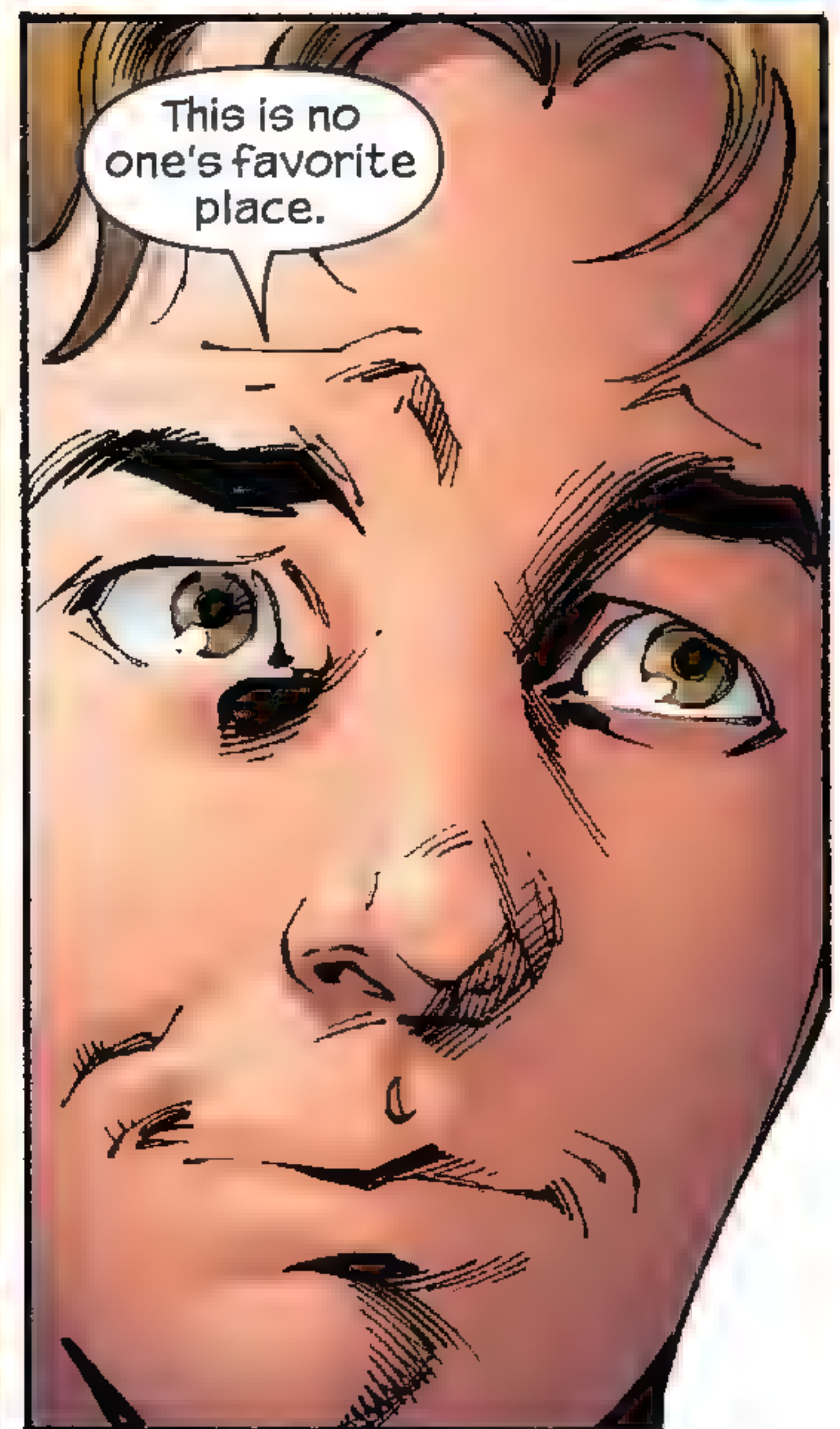
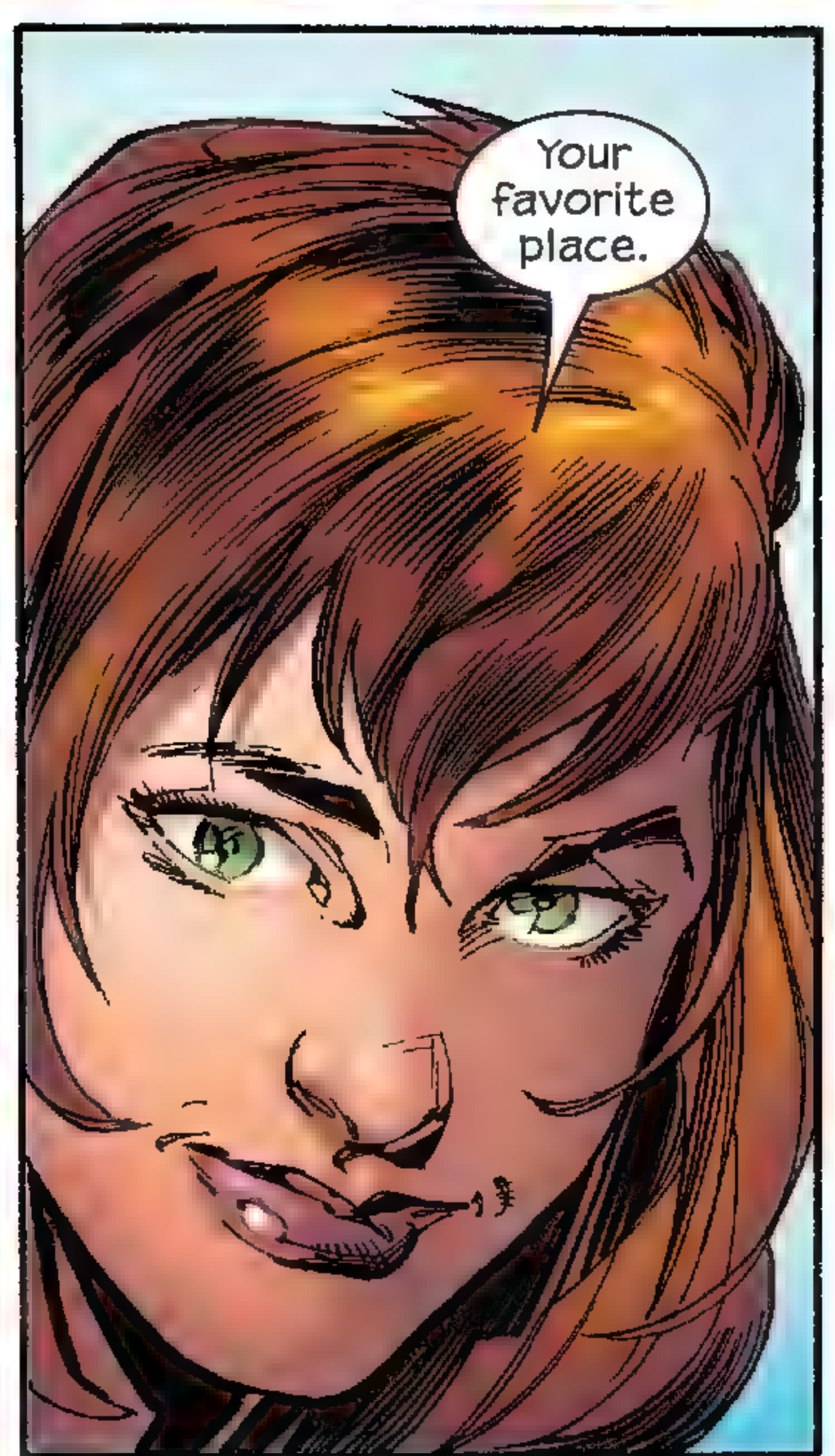
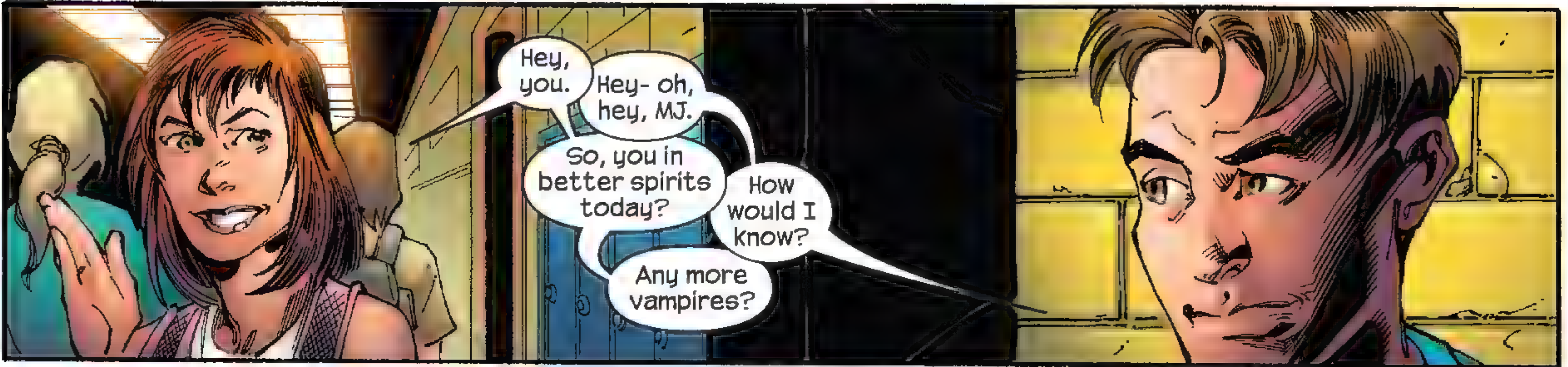
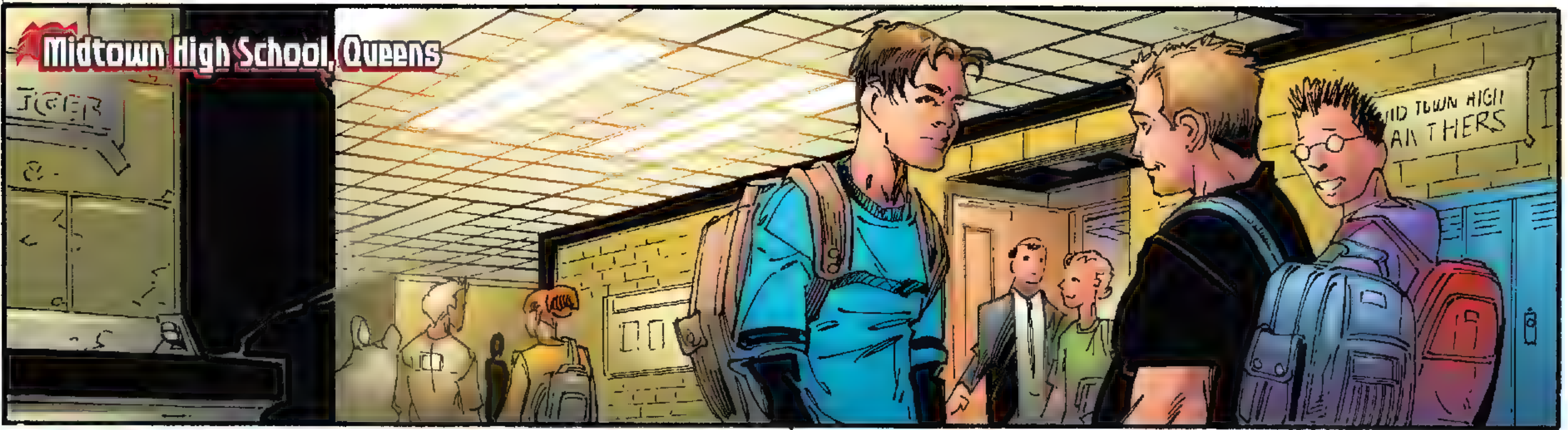
What do you want me to do? *Move?*

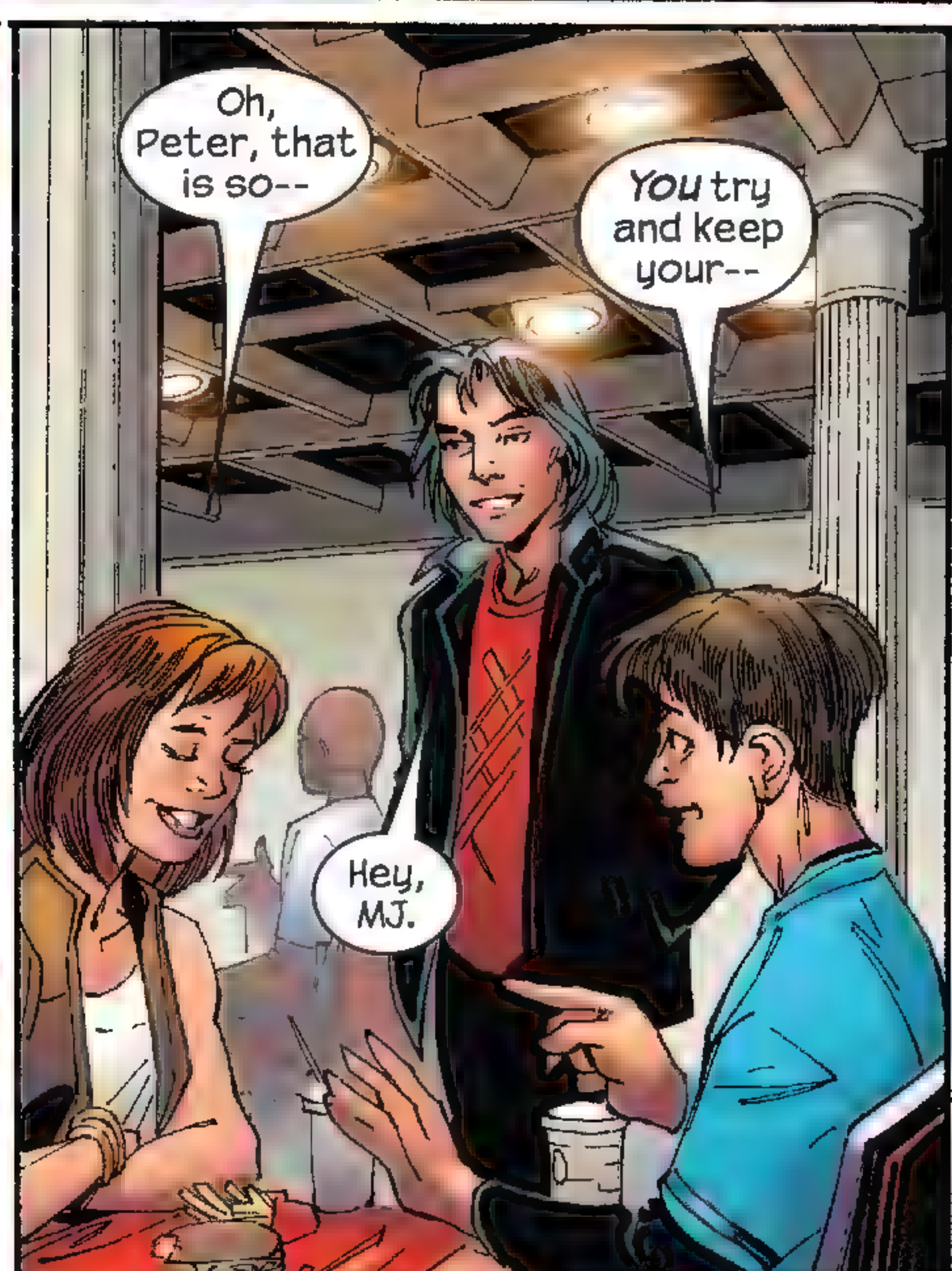
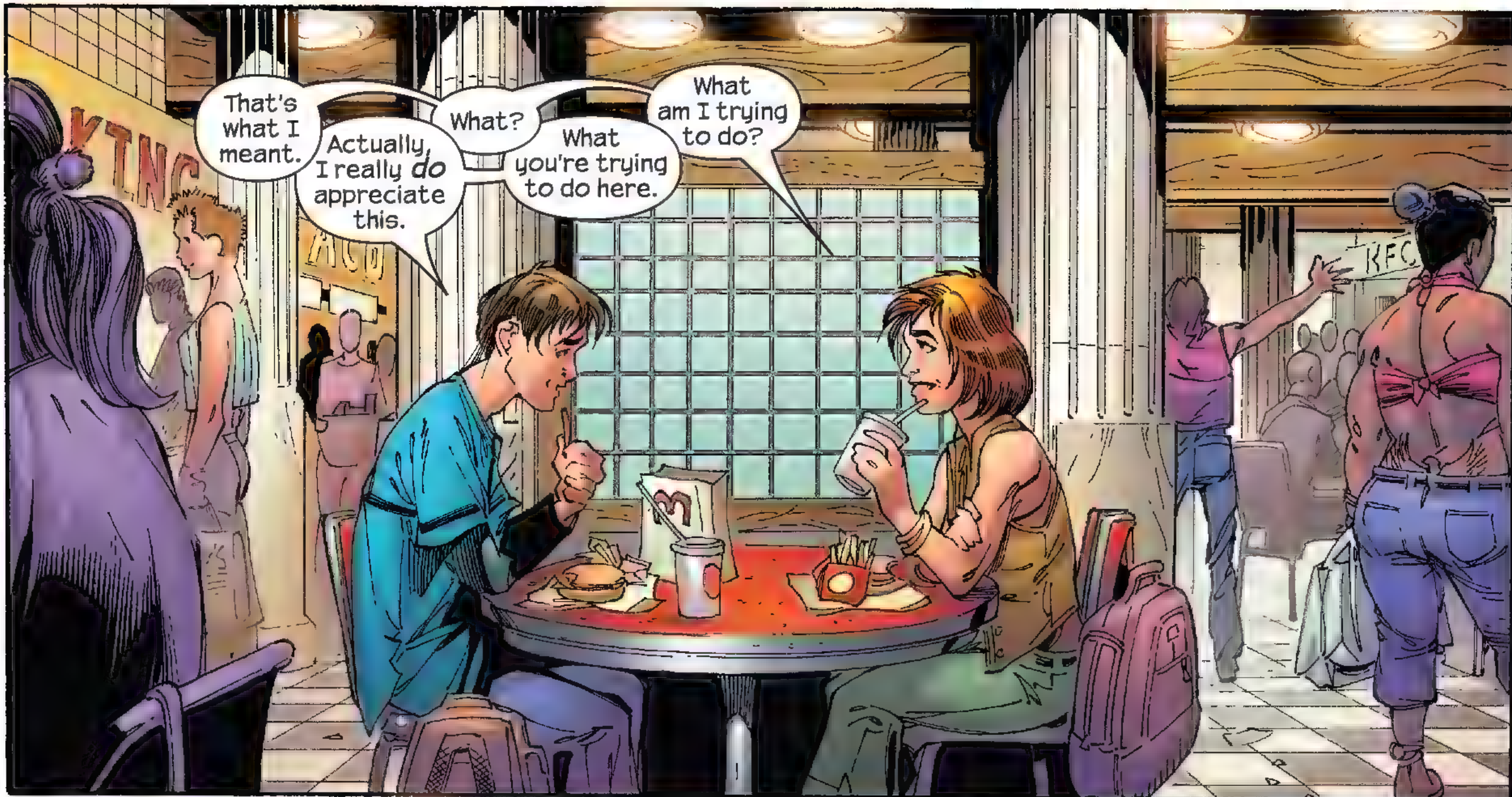
Hi honey, I'm home.

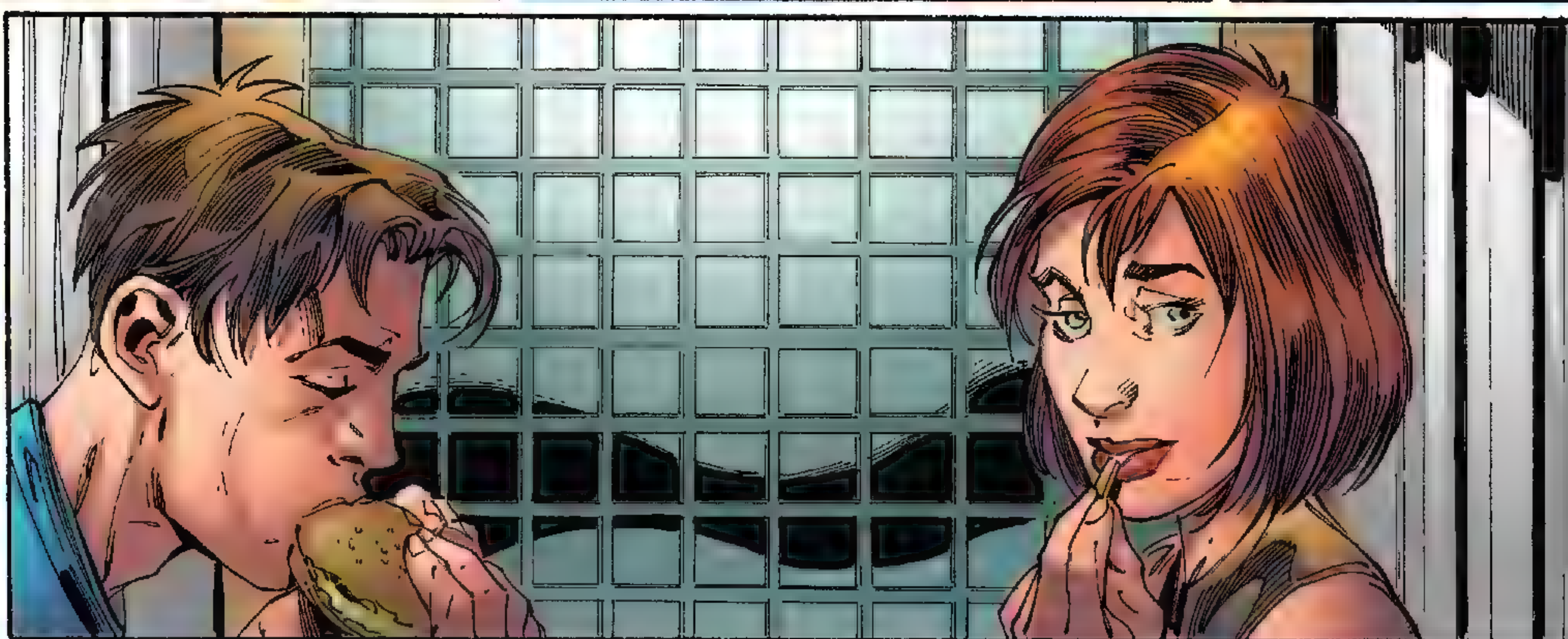
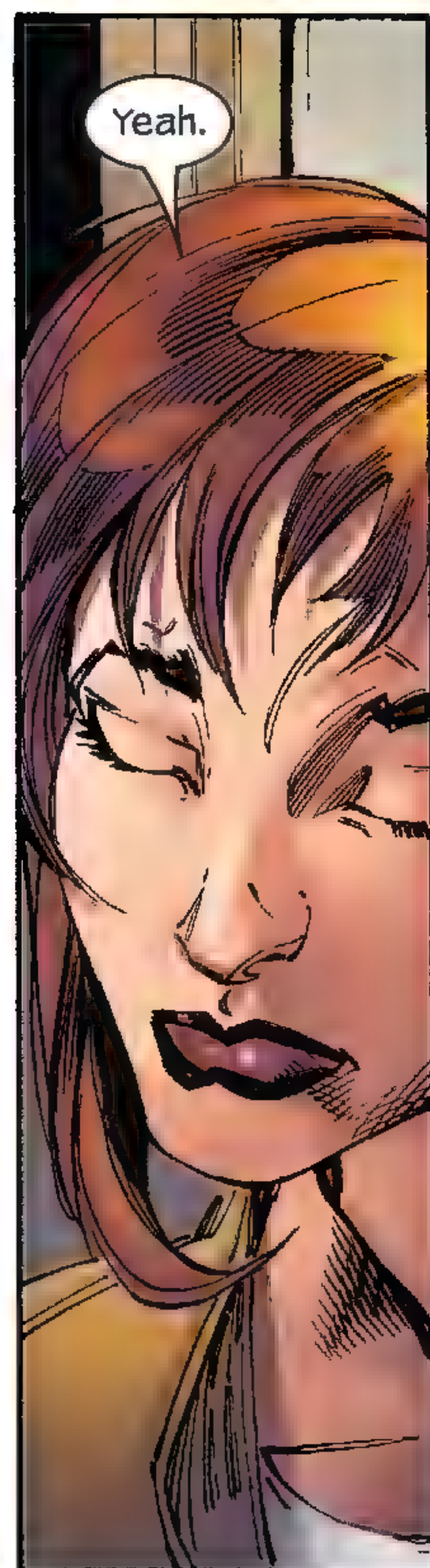
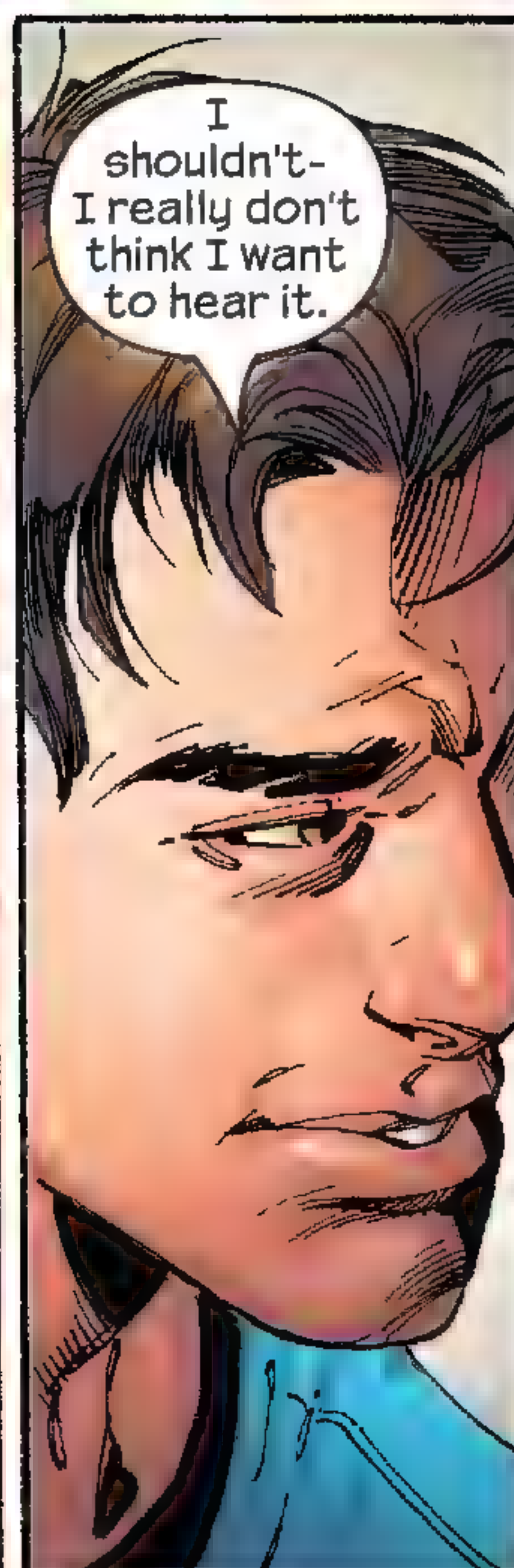
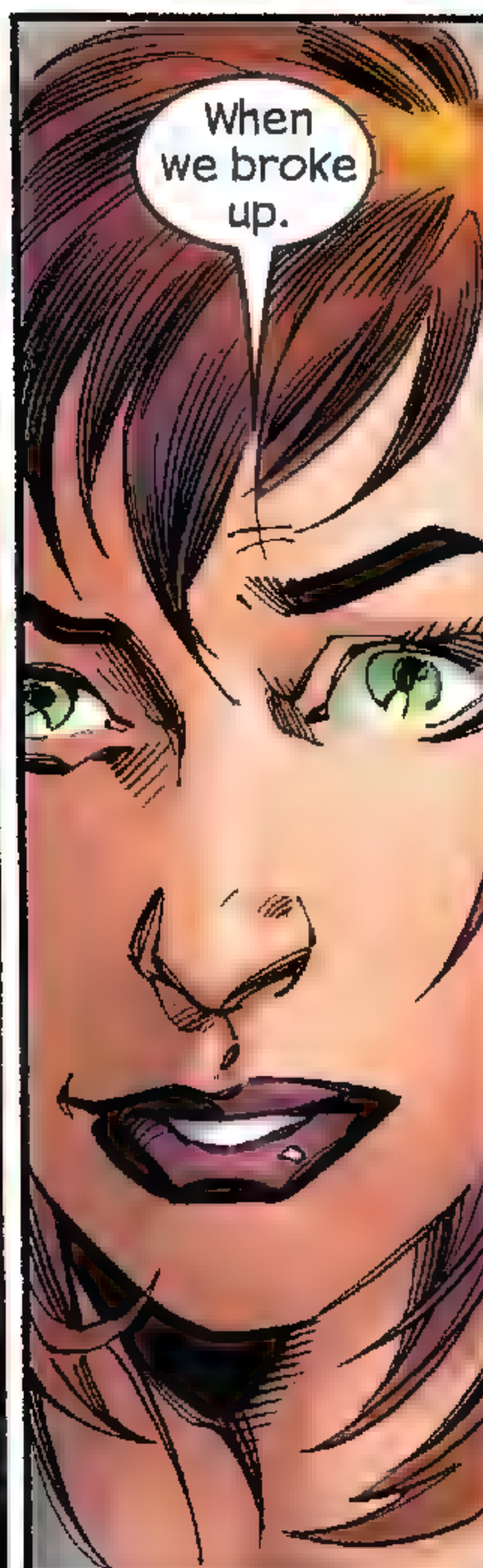
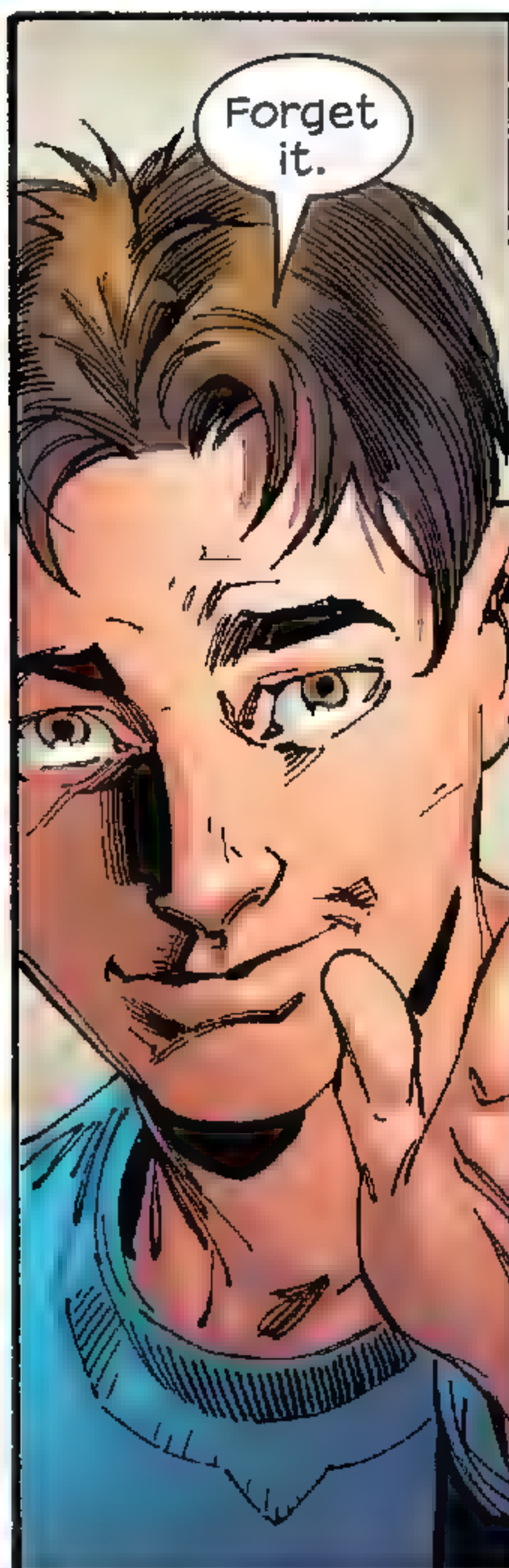
Is that her??

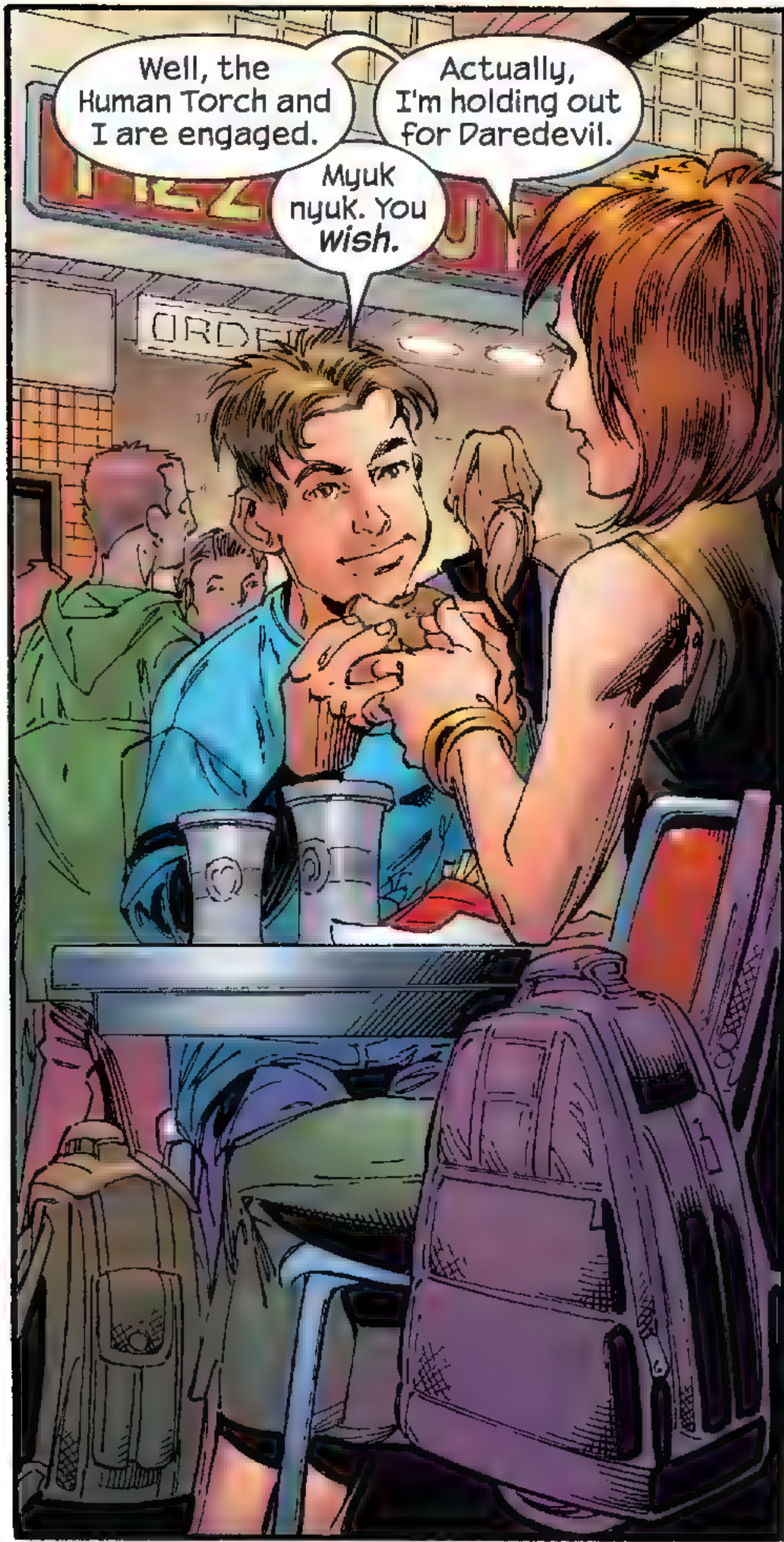
It's my Aunt May!







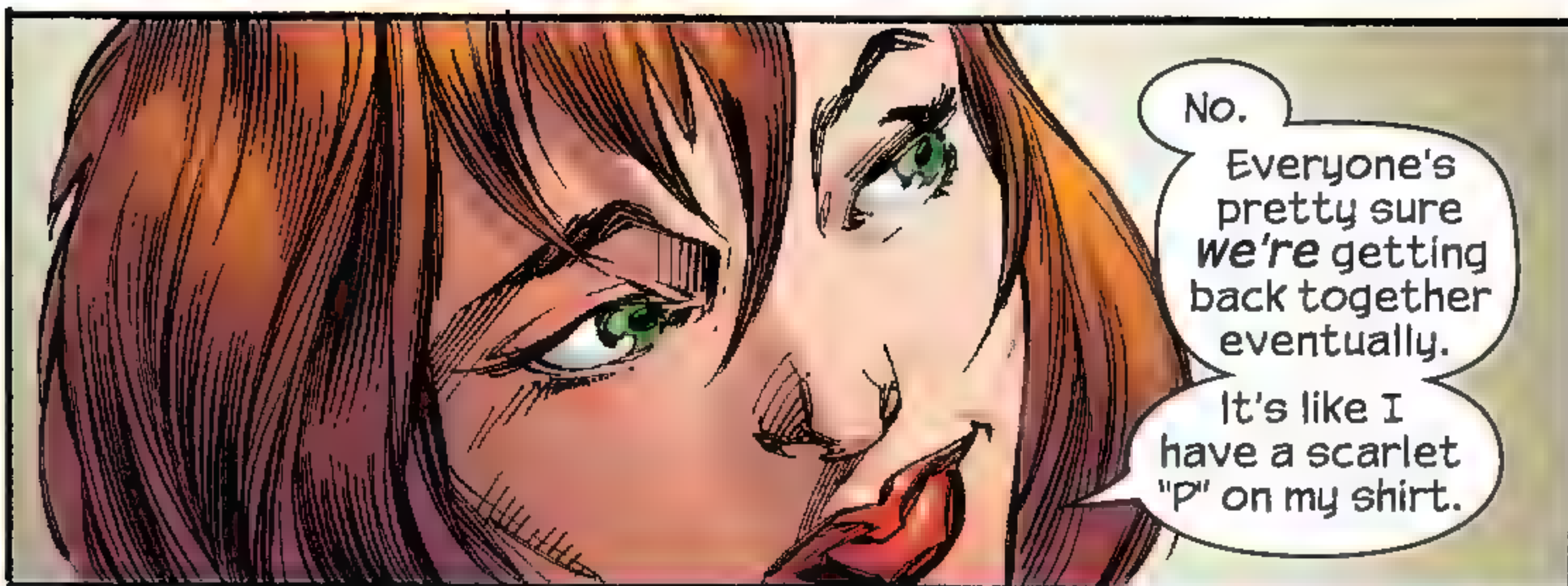




Well, the Human Torch and I are engaged.

Actually, I'm holding out for Daredevil.

Myuk nyuk. You wish.



No.

Everyone's pretty sure **we're** getting back together eventually.

It's like I have a scarlet "P" on my shirt.



Very literary reference.

Thank you.

Sorry I'm standing in your way of whatever--

No, that's not what I mean.

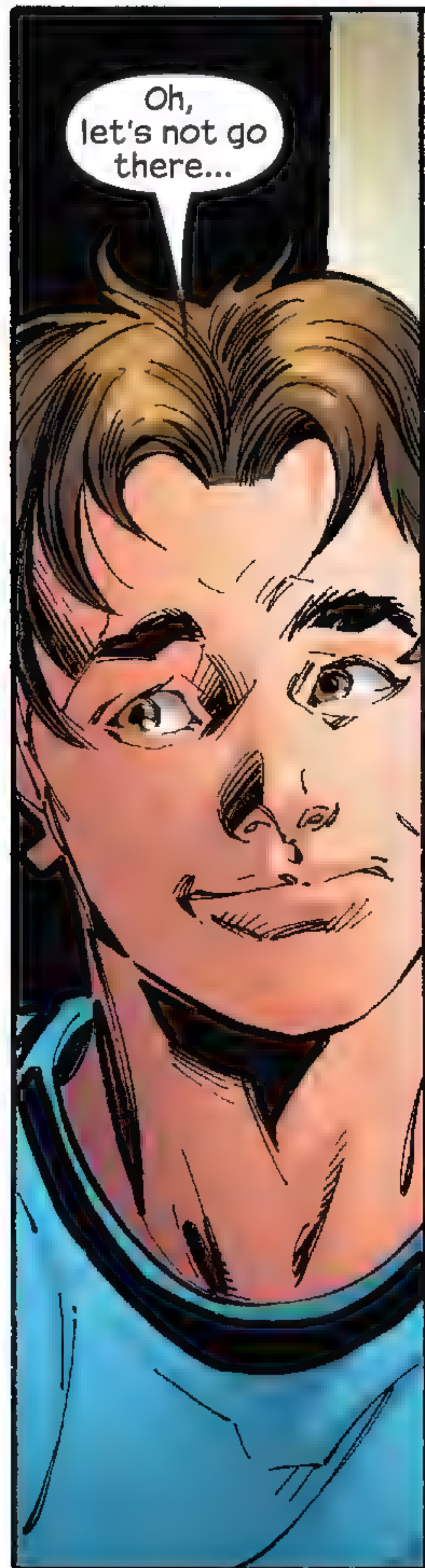
I know. I'm just guilt-ridden by nature.

No duh.



So...

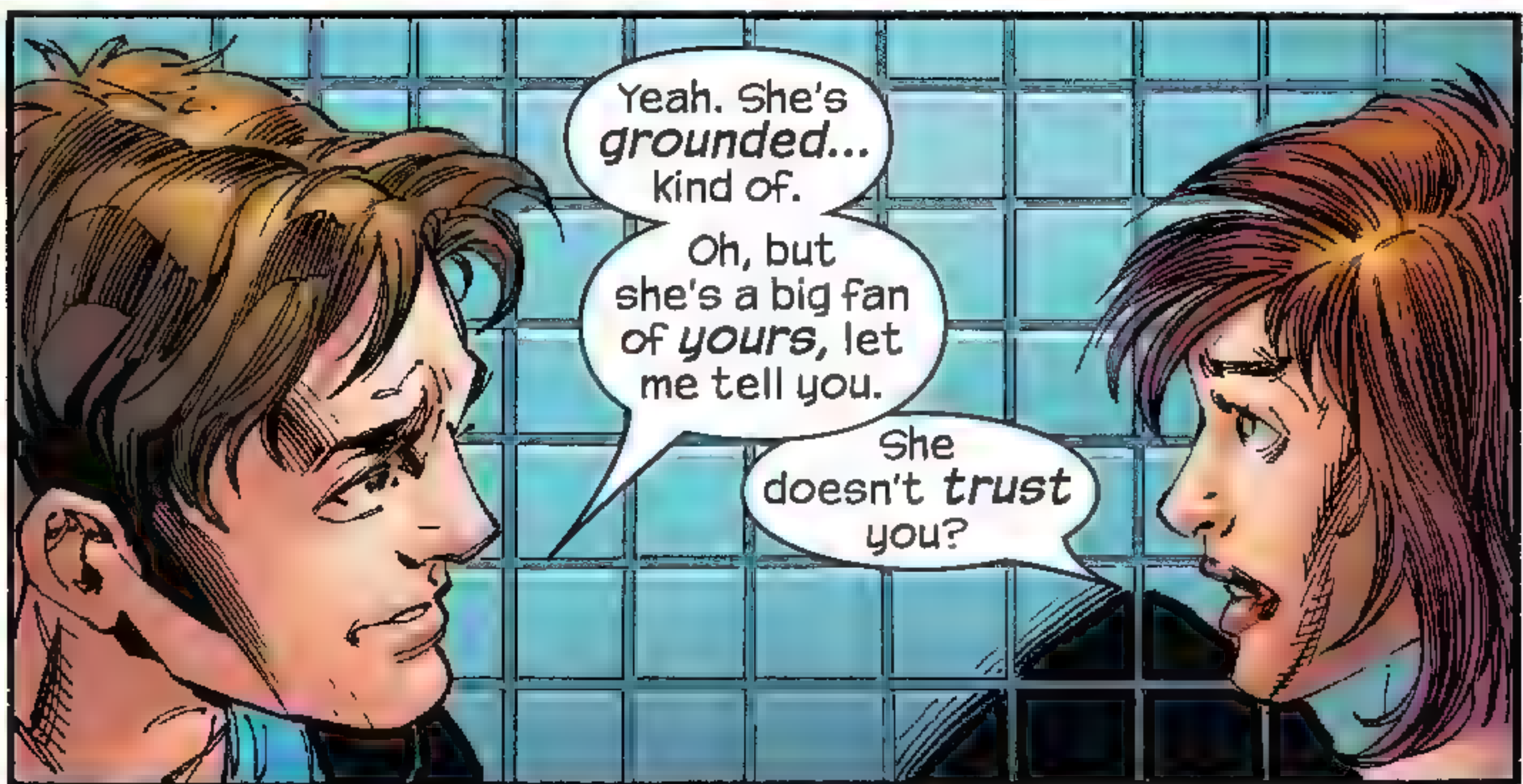
How's what's-her-face?



Oh, let's not go there...



Haven't seen her skulking around school in a while.



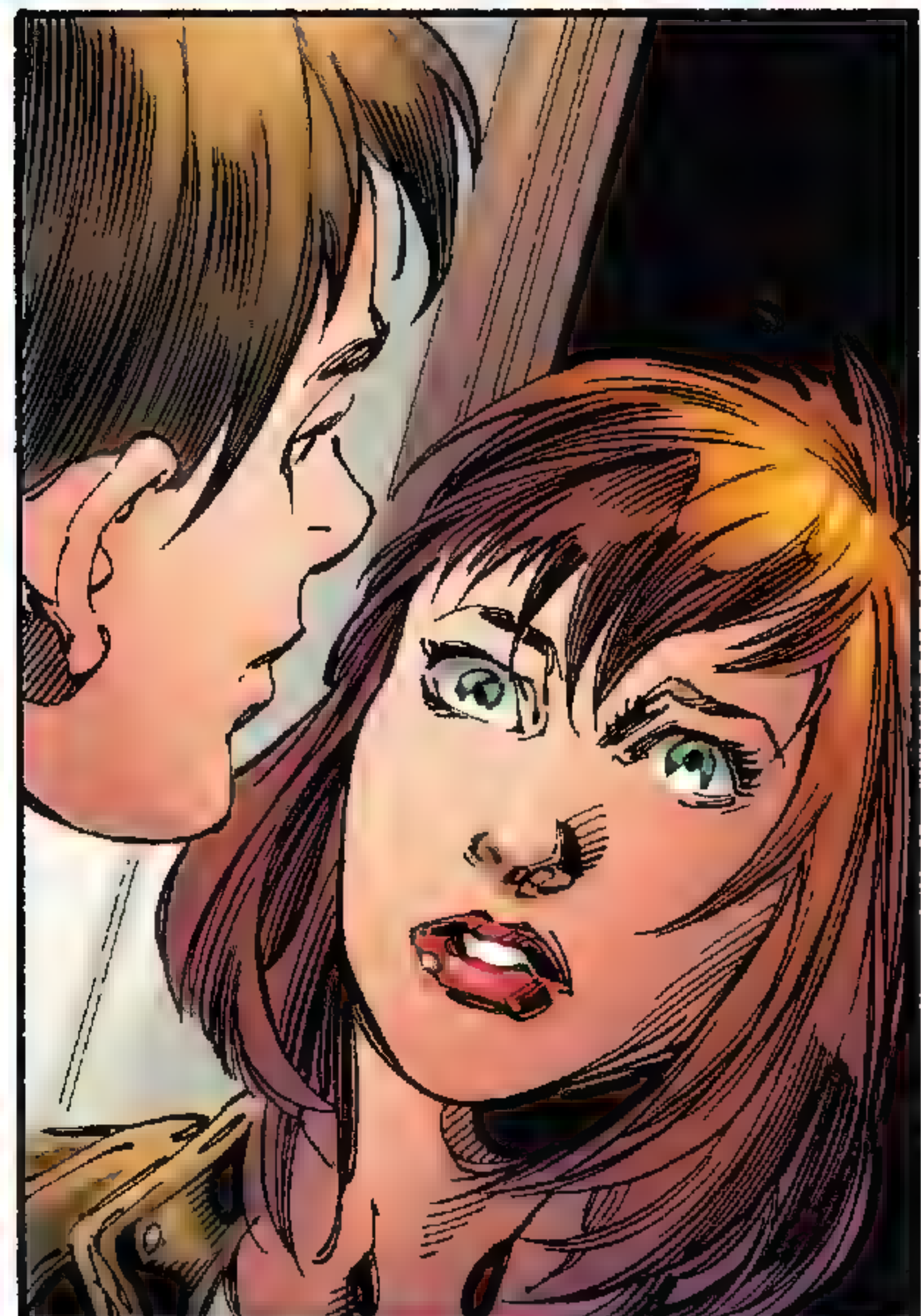
Yeah. She's **grounded...** kind of.

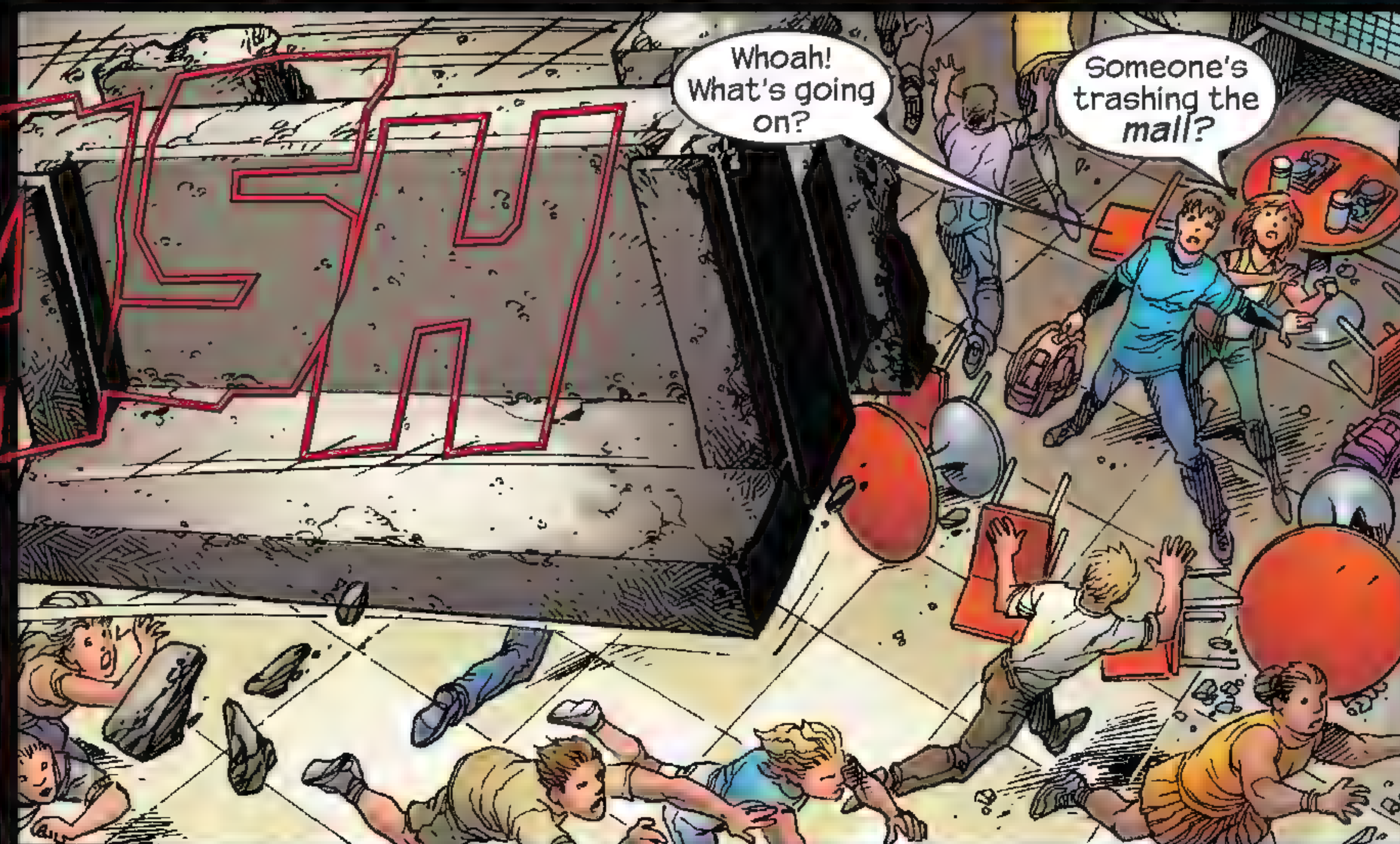
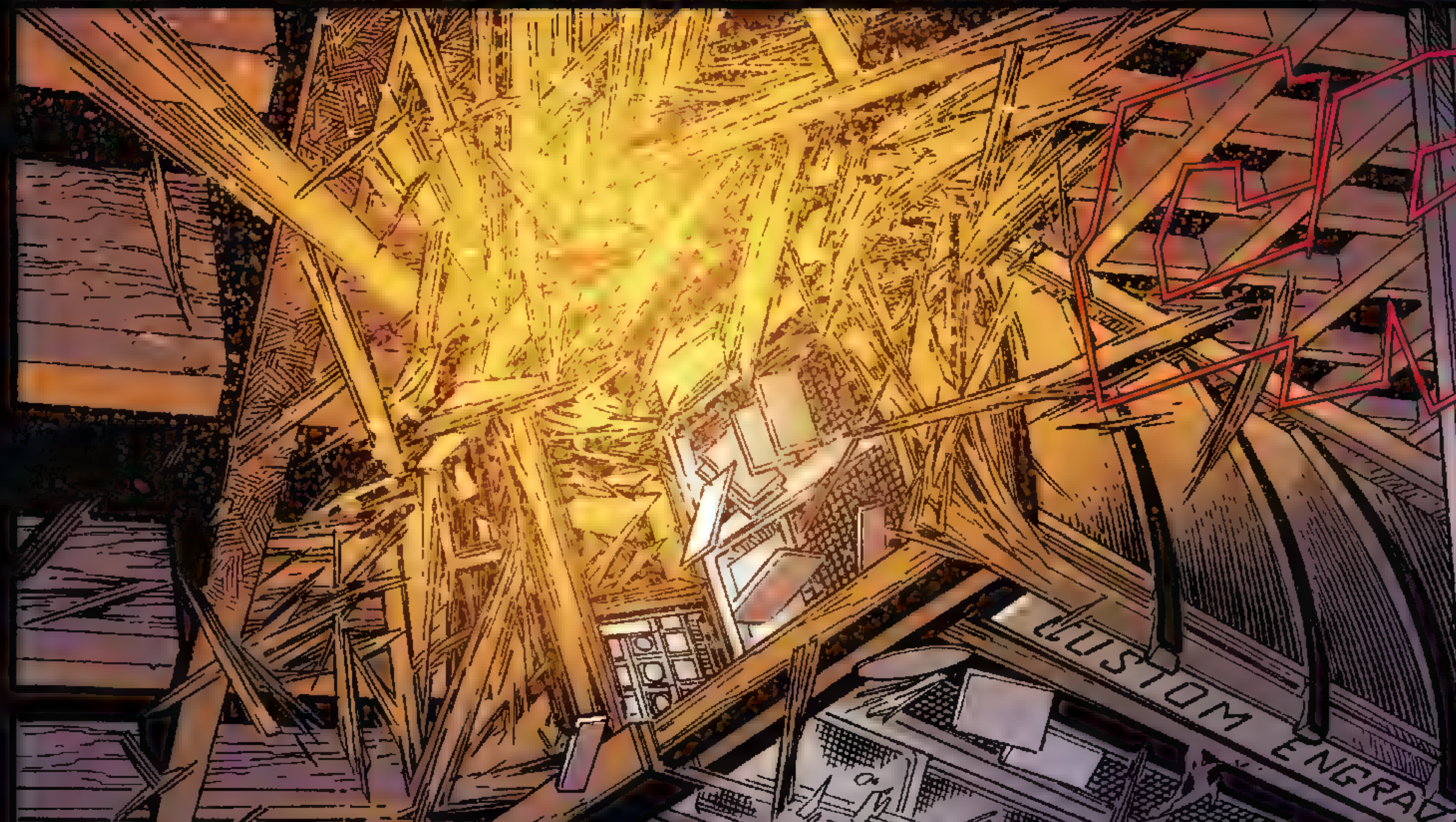
Oh, but she's a big fan of *yours*, let me tell you.

She doesn't *trust* you?



Honestly. She doesn't even know me.





Whoah!
What's going
on?

Someone's
trashing the
mall?



Someone with
super-powers is
trashing the
mall?

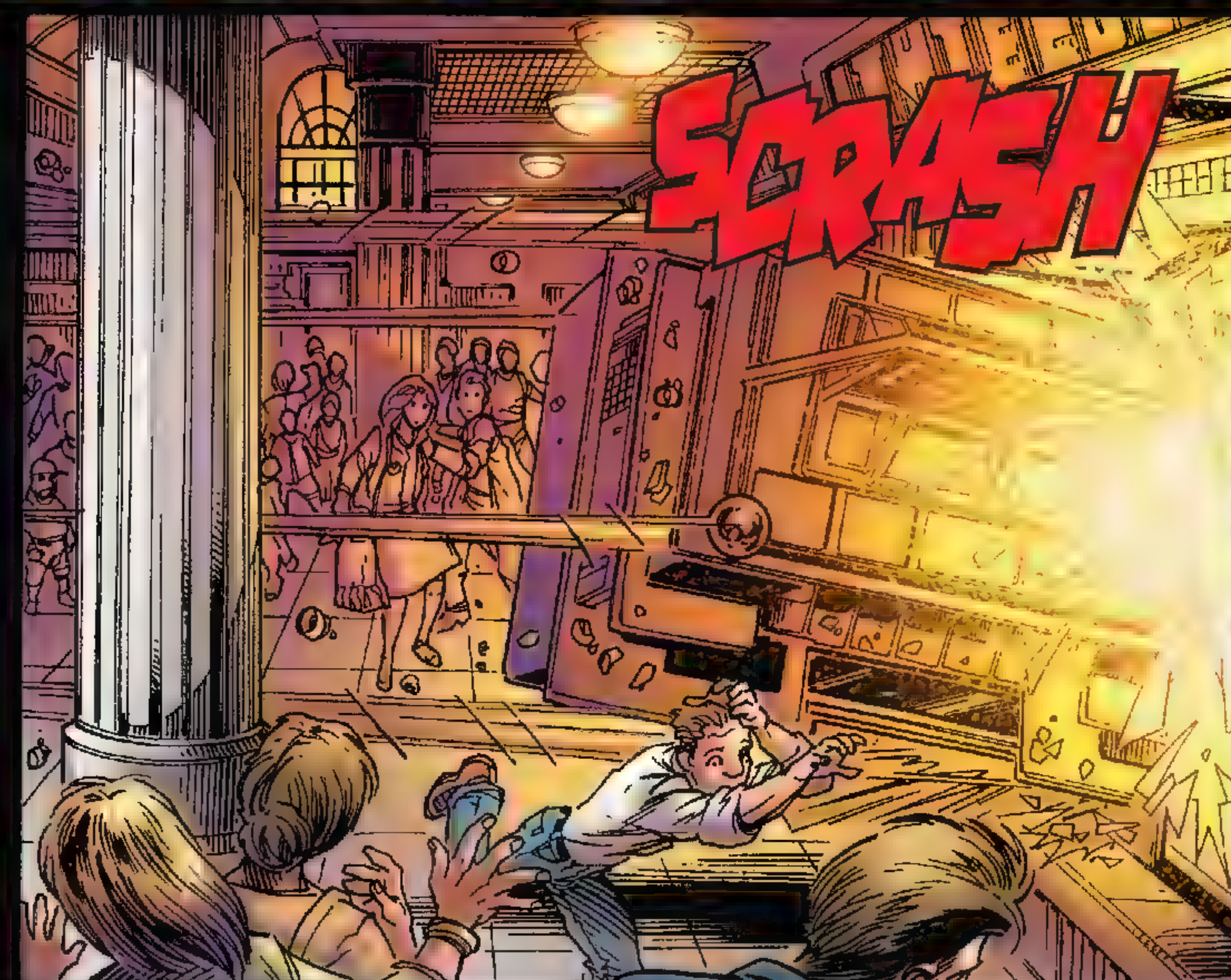
If I had
super-powers,
this is the first
place I'd trash.

Get out of
here!
Okay.



Promise
me.
You
suing
up?

Gotta.
Okay,
I'm gone.



Stop.
Stop
pushing!!



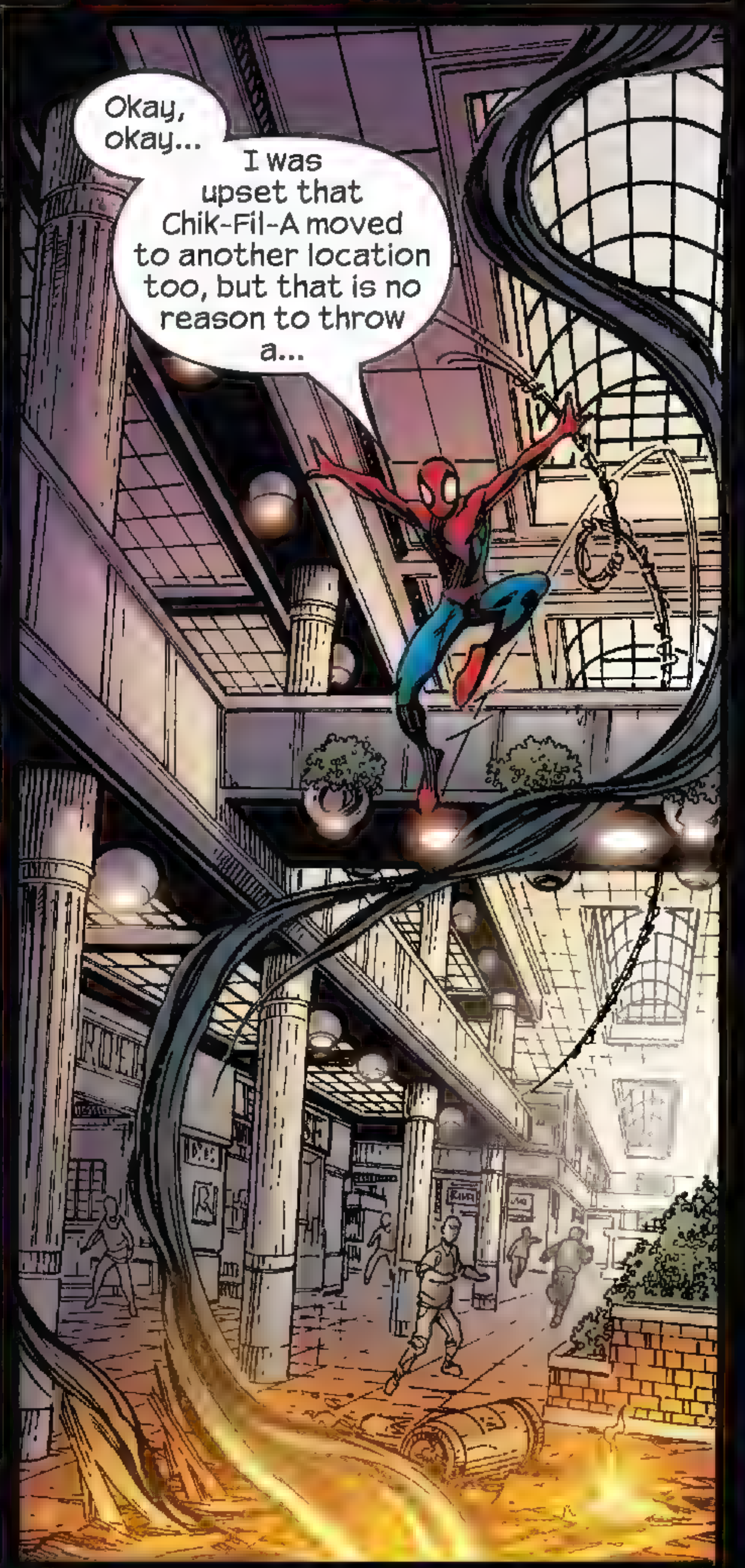
Gah!

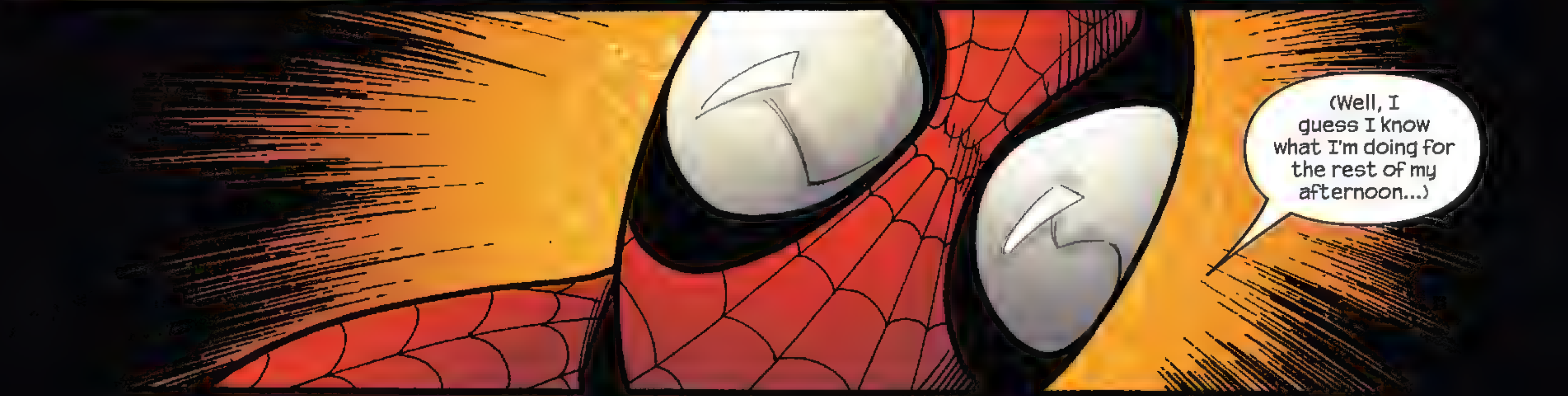
Oof!



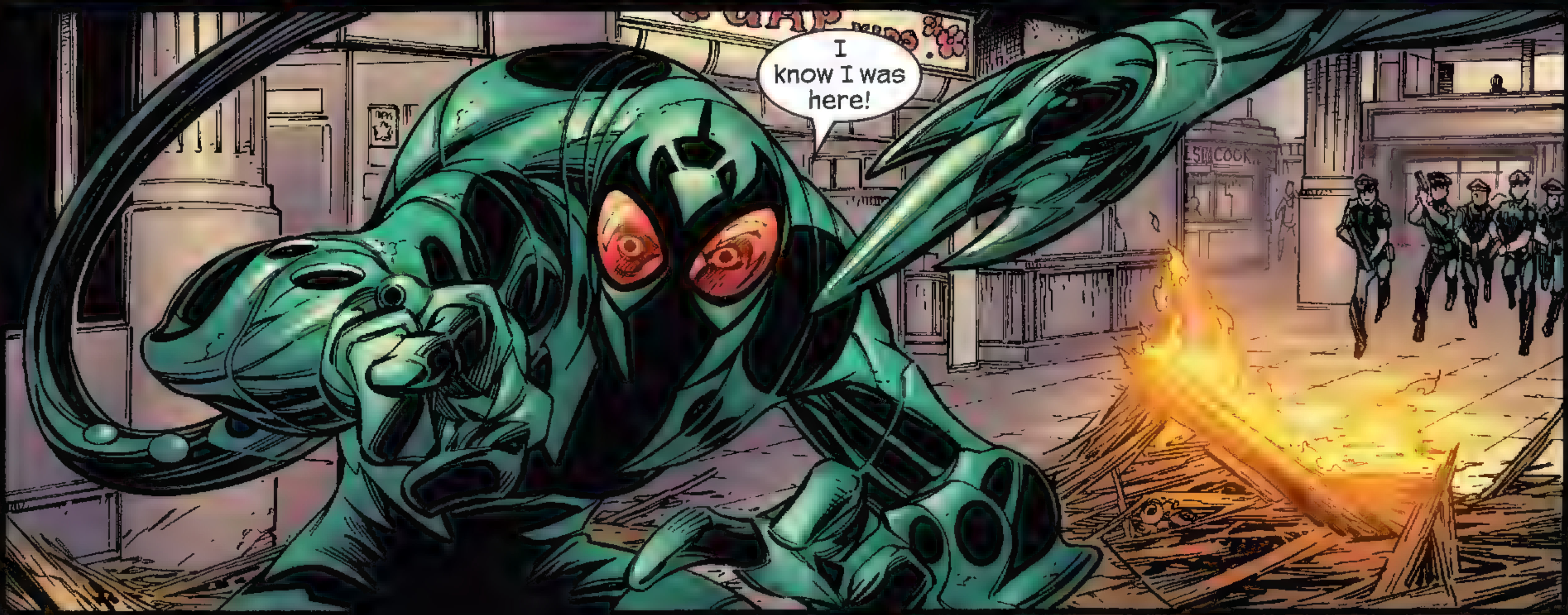
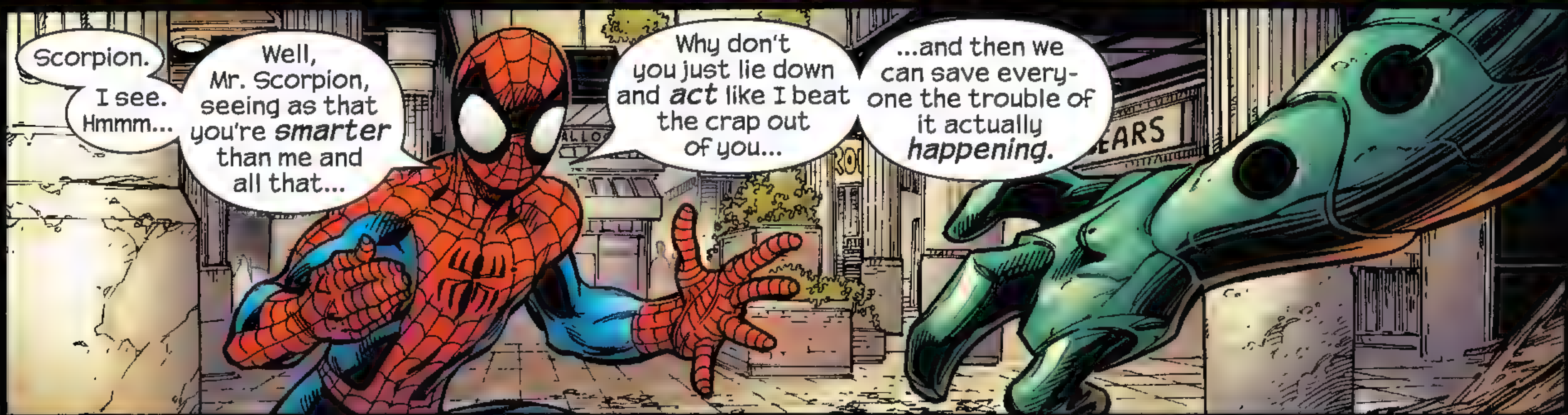
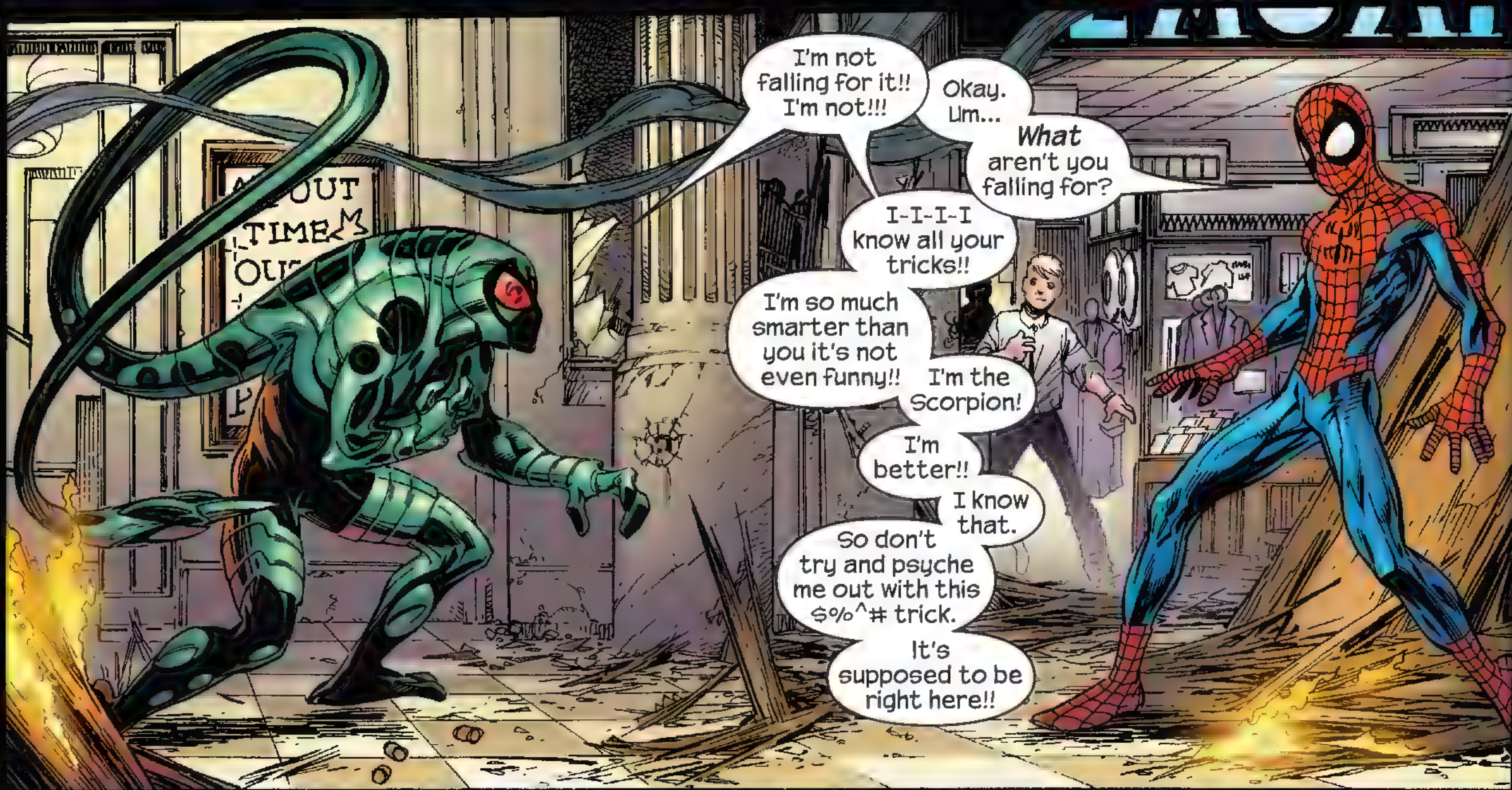
MY
BABY!!

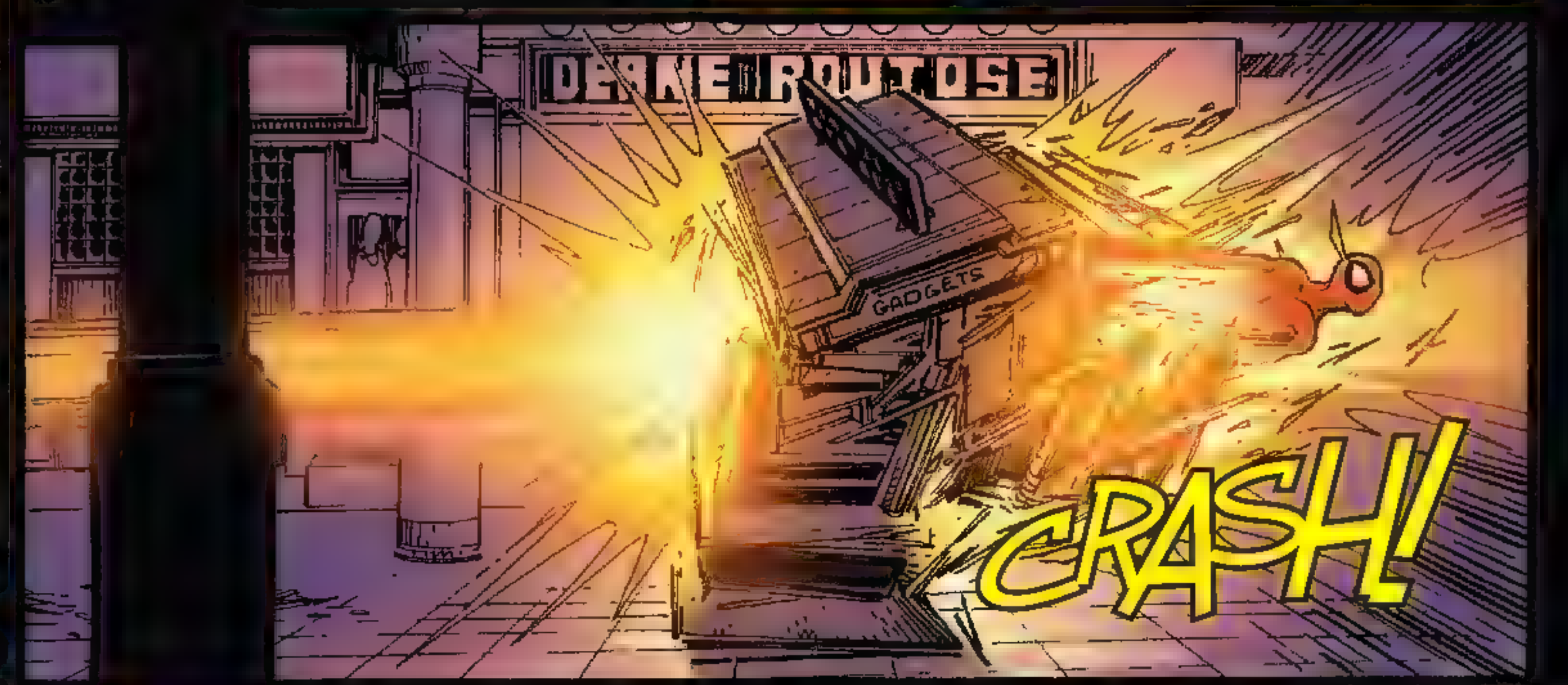
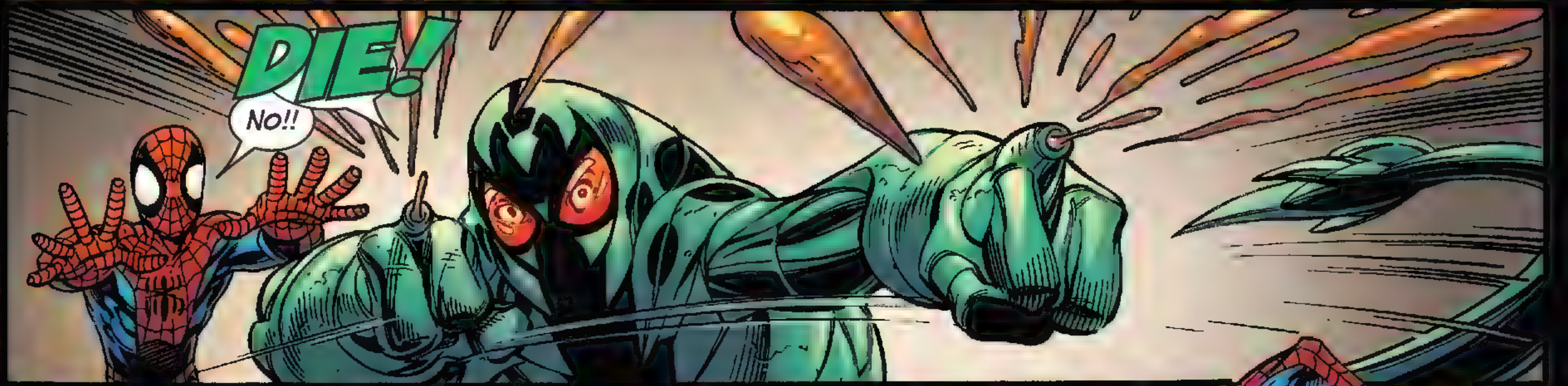
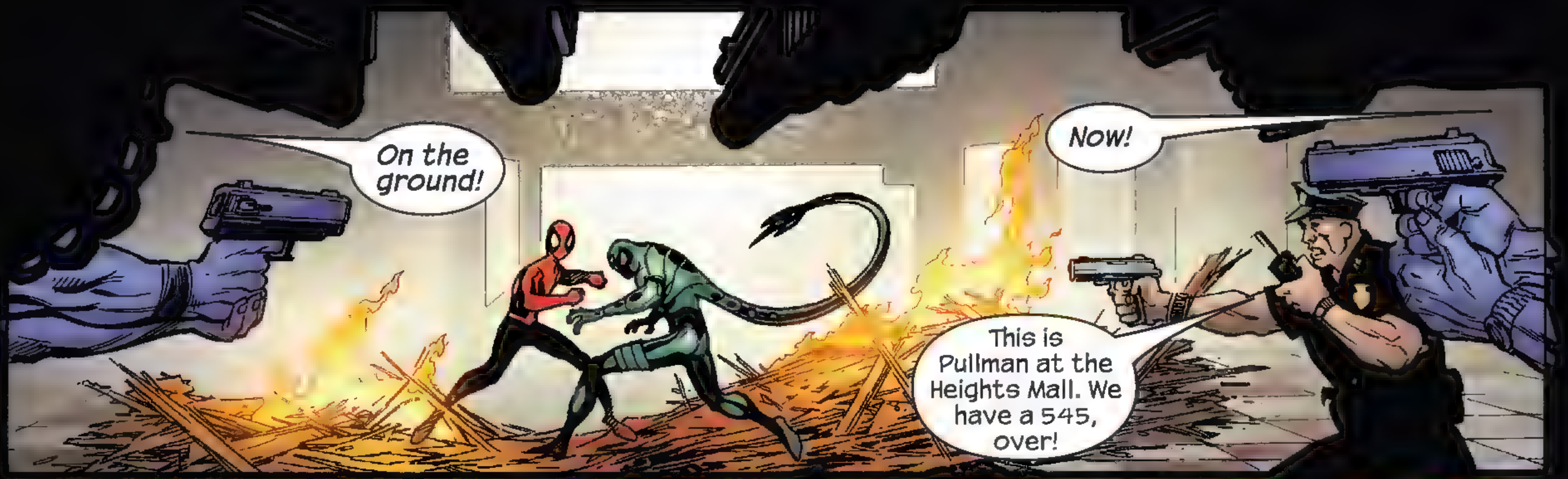


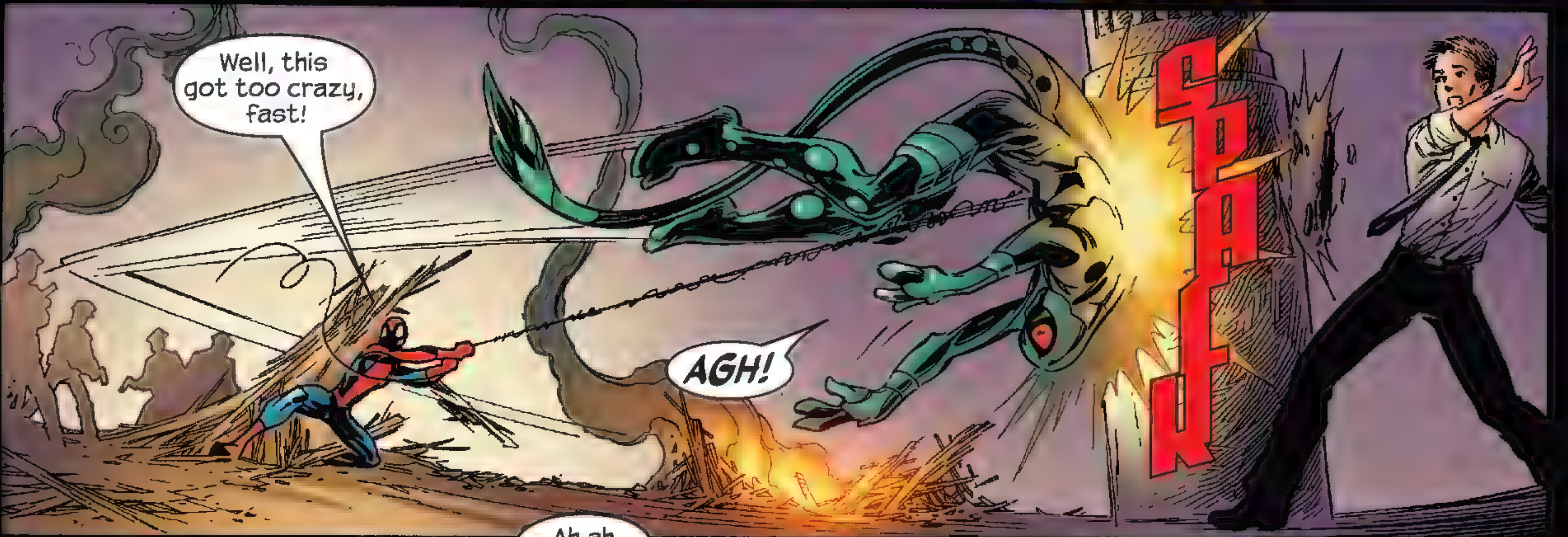


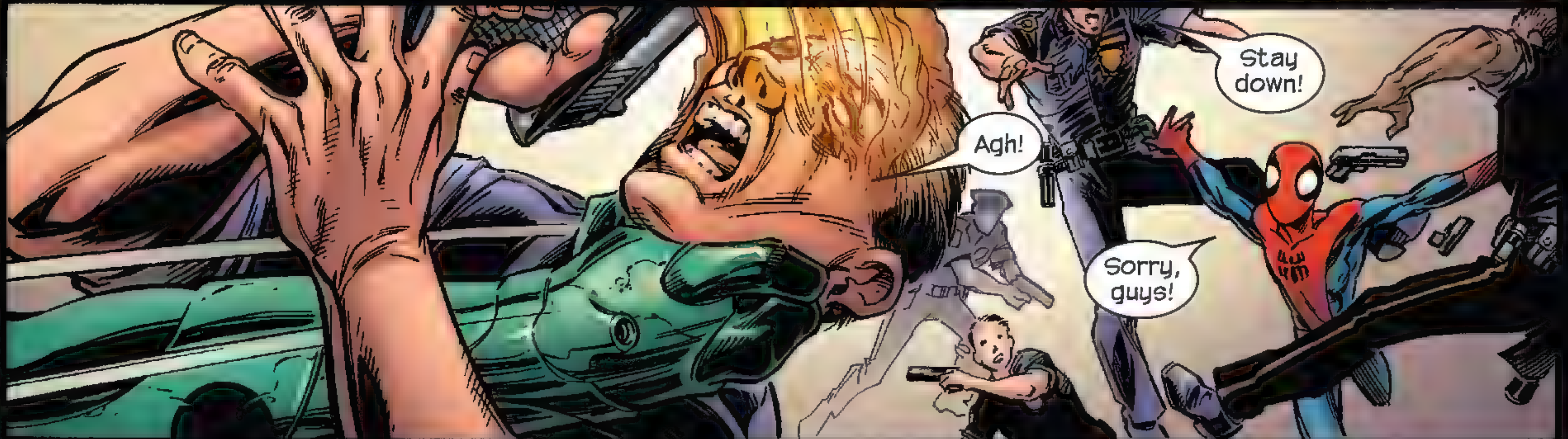


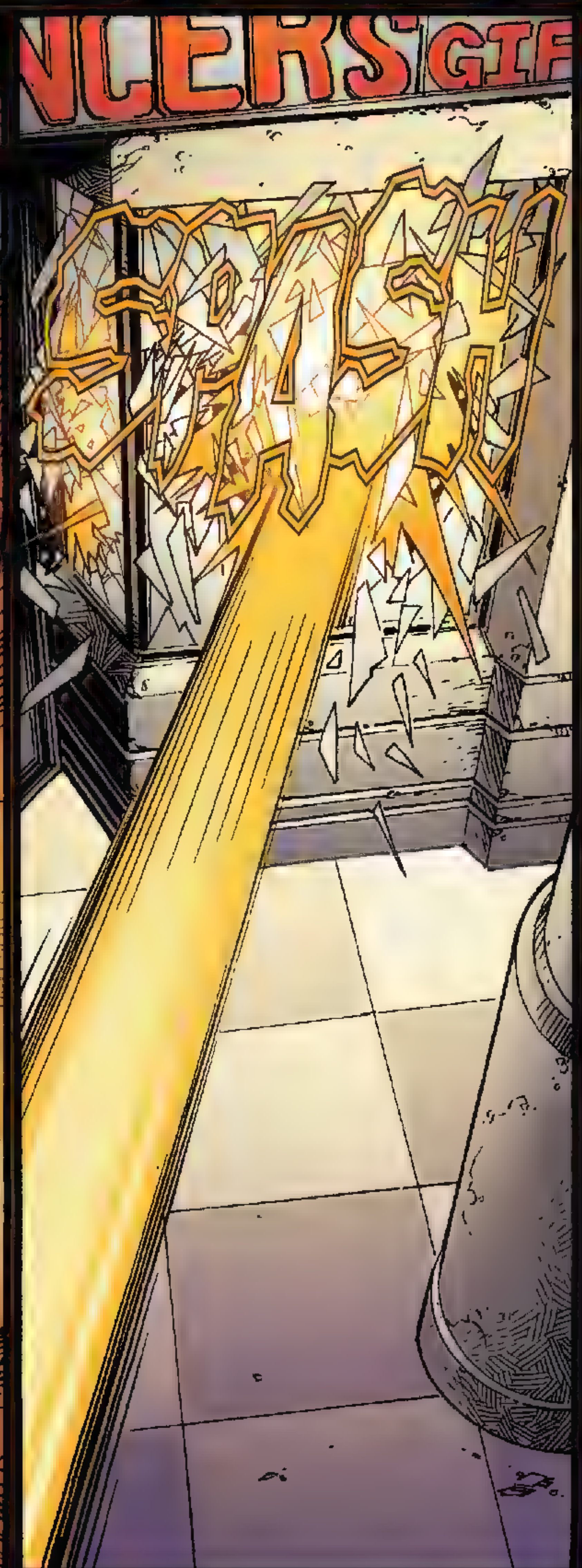
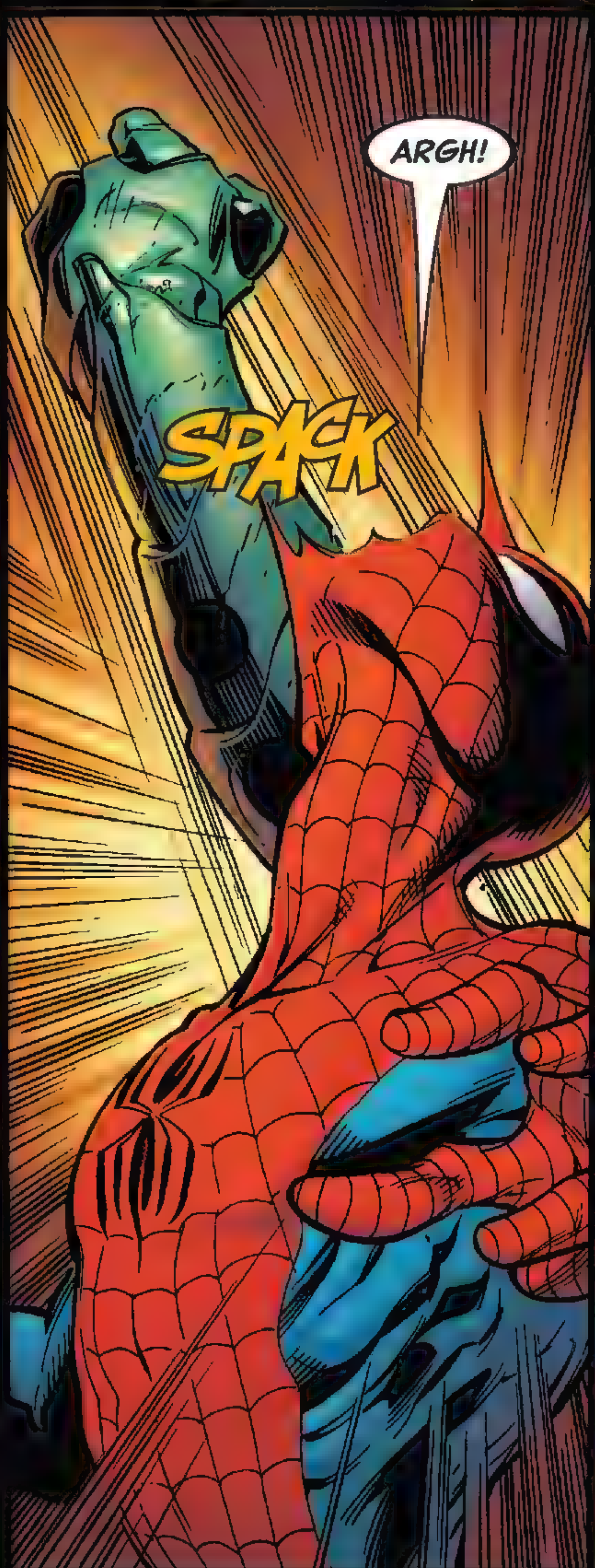
(Well, I guess I know what I'm doing for the rest of my afternoon...)













"Who are you, masked mystery man??? Unveil yourself to the crowd!!!"

He *said* that! That's what he *said*!

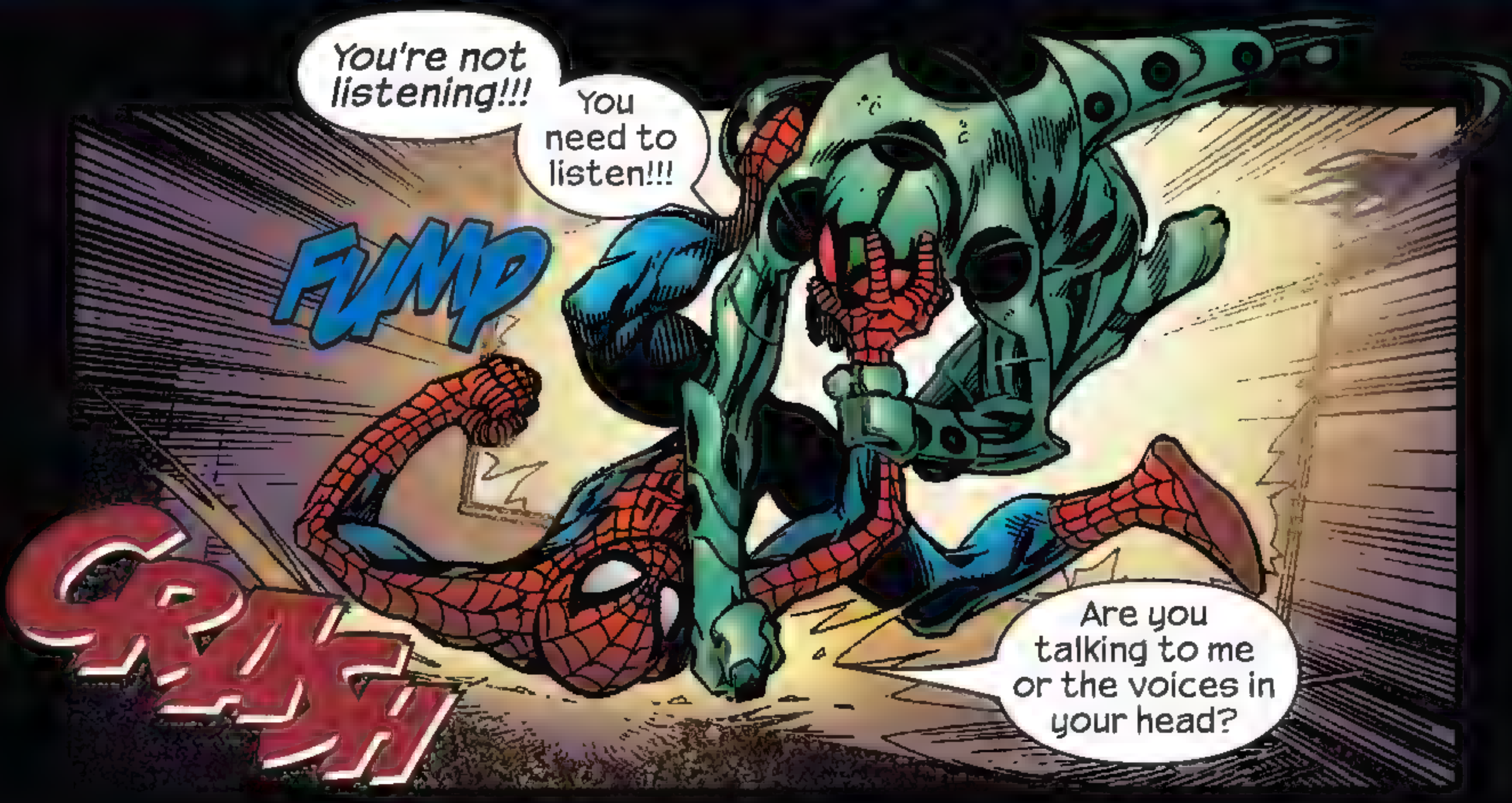
Allllrighty then.



You know, I'm no doctor but...

I *think* you may need different medication.

CRACK



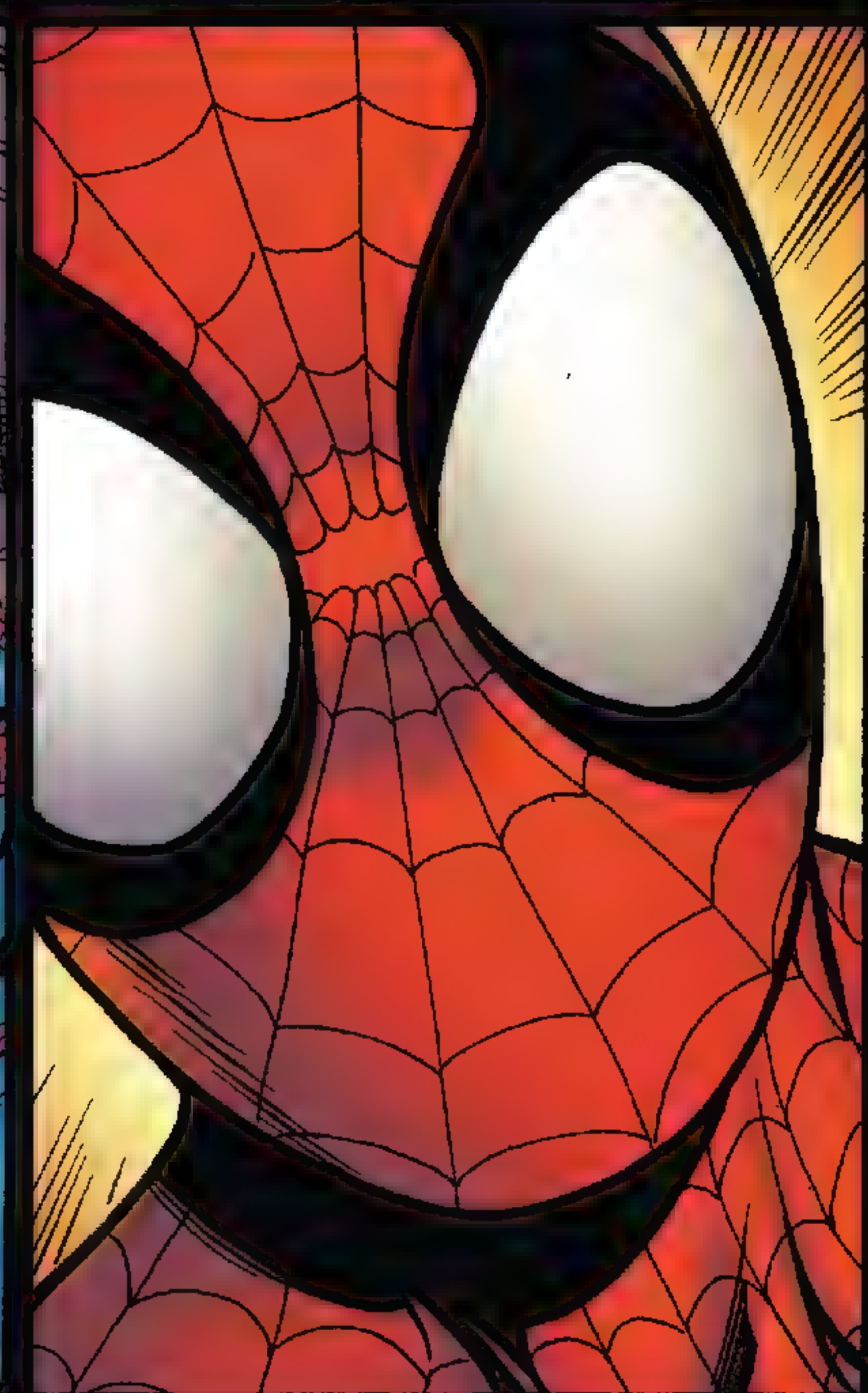
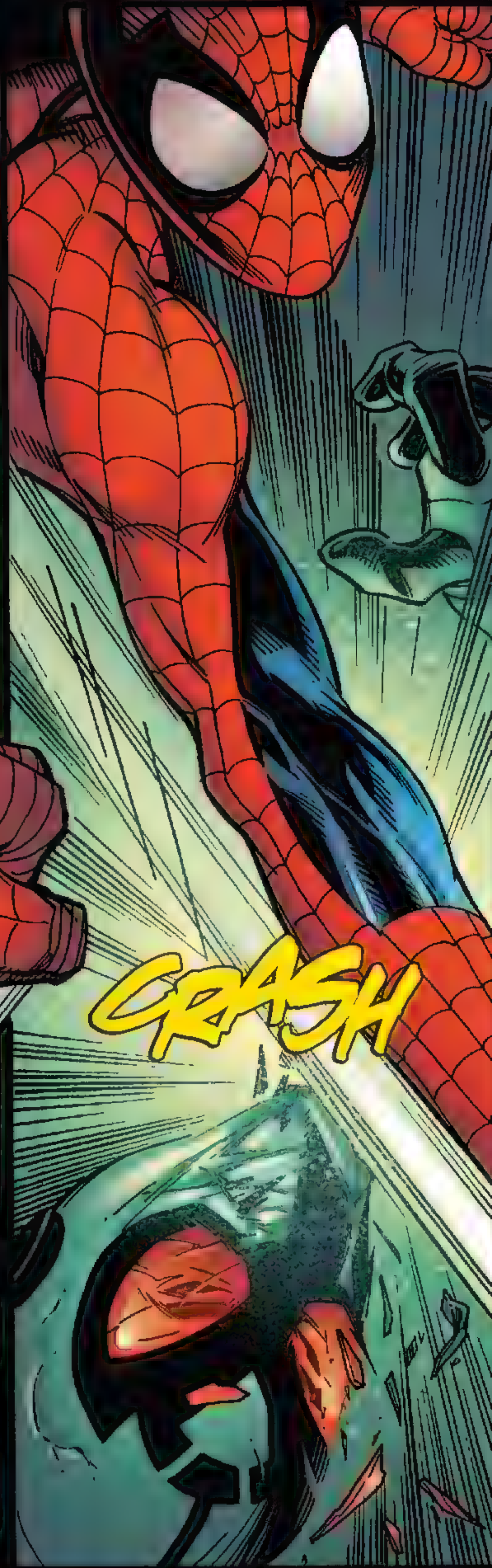
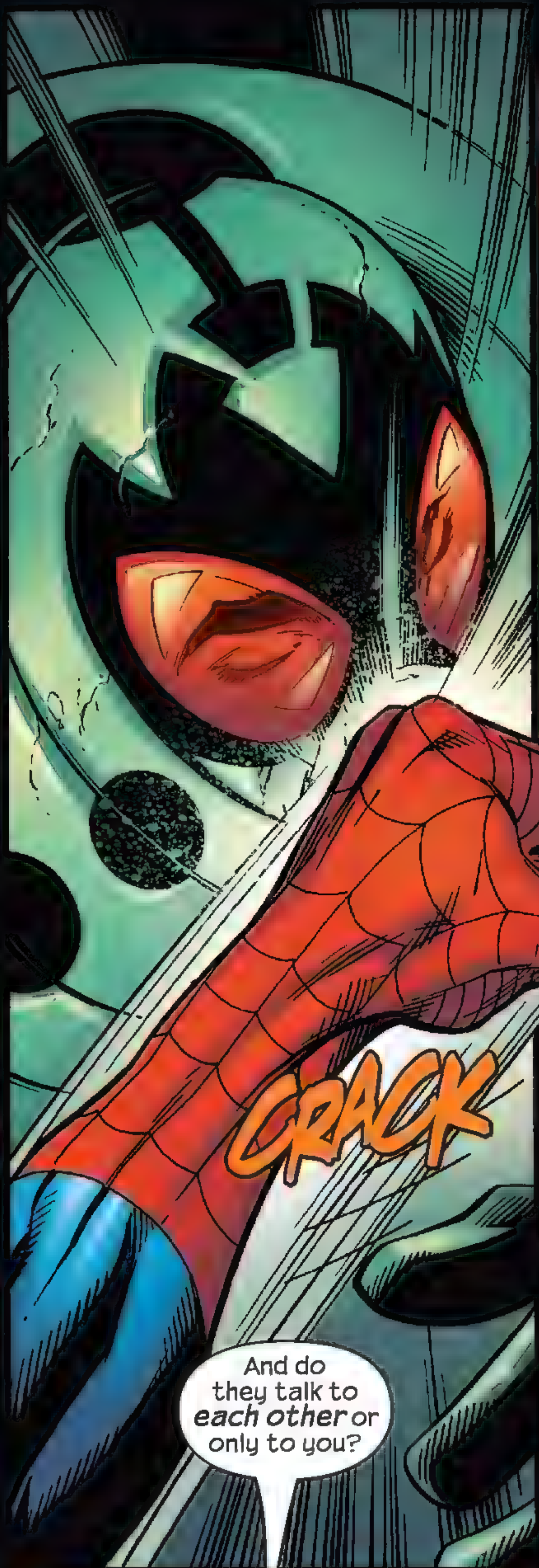
You're not listening!!!

You need to listen!!!

CRASH

FLUMP

Are you talking to me or the voices in your head?

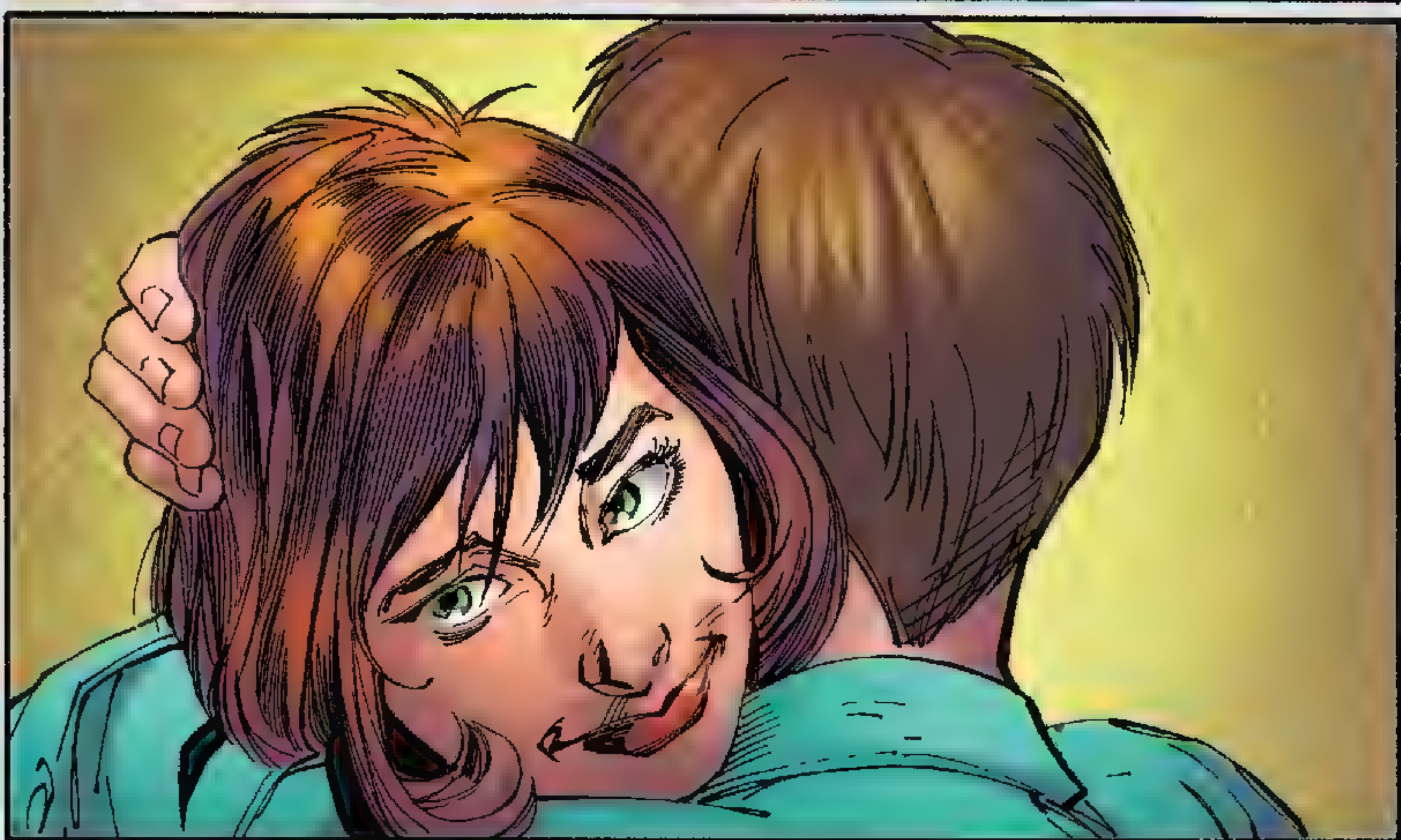
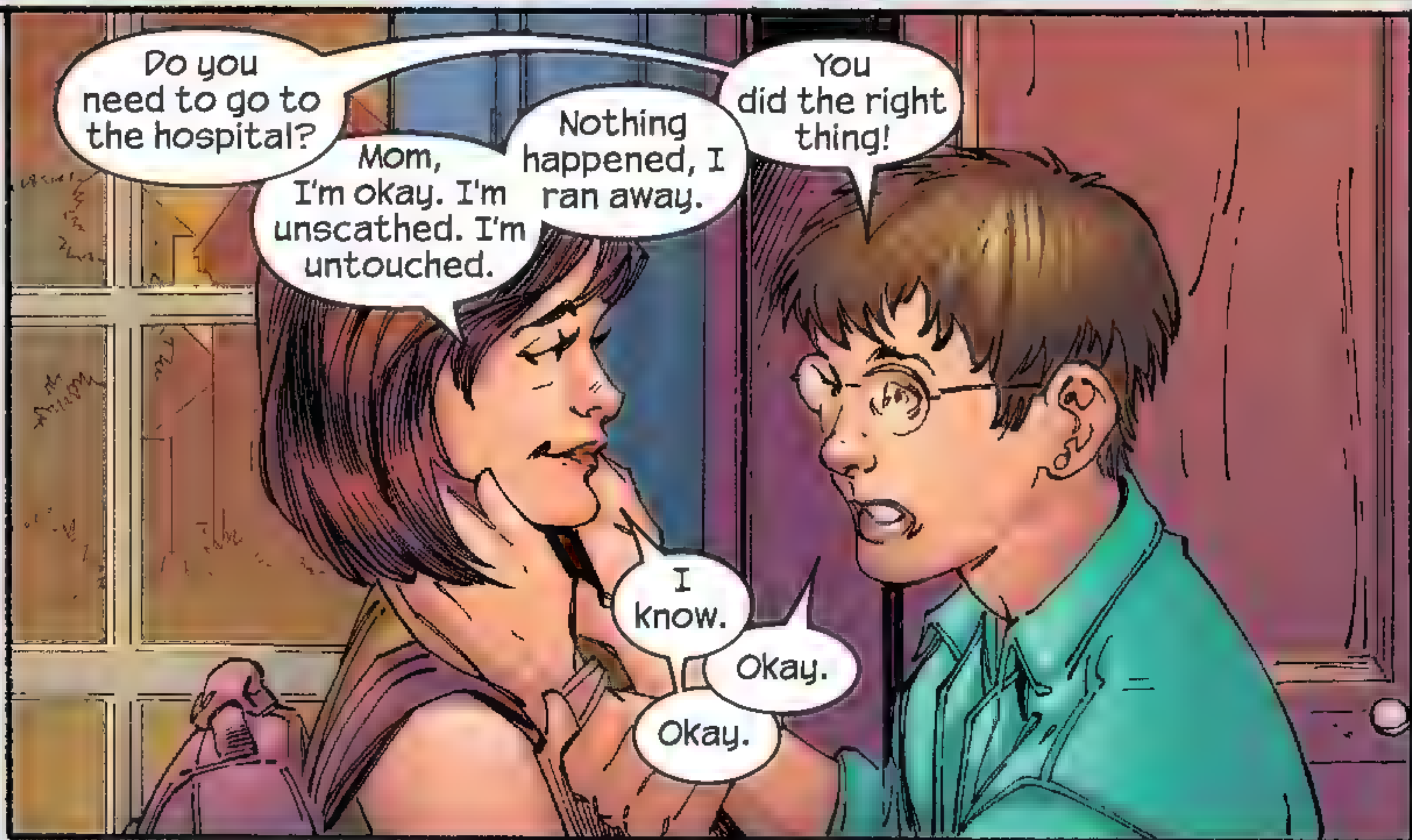
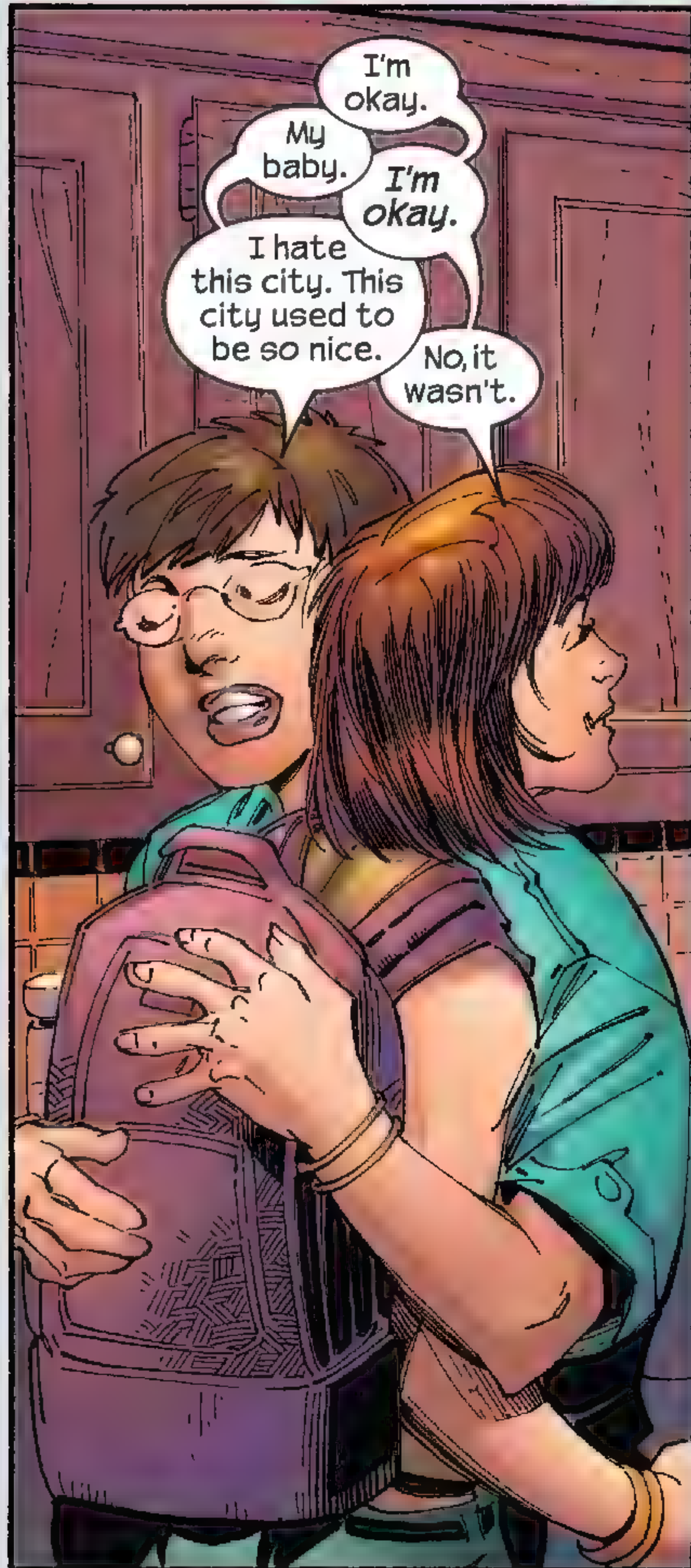
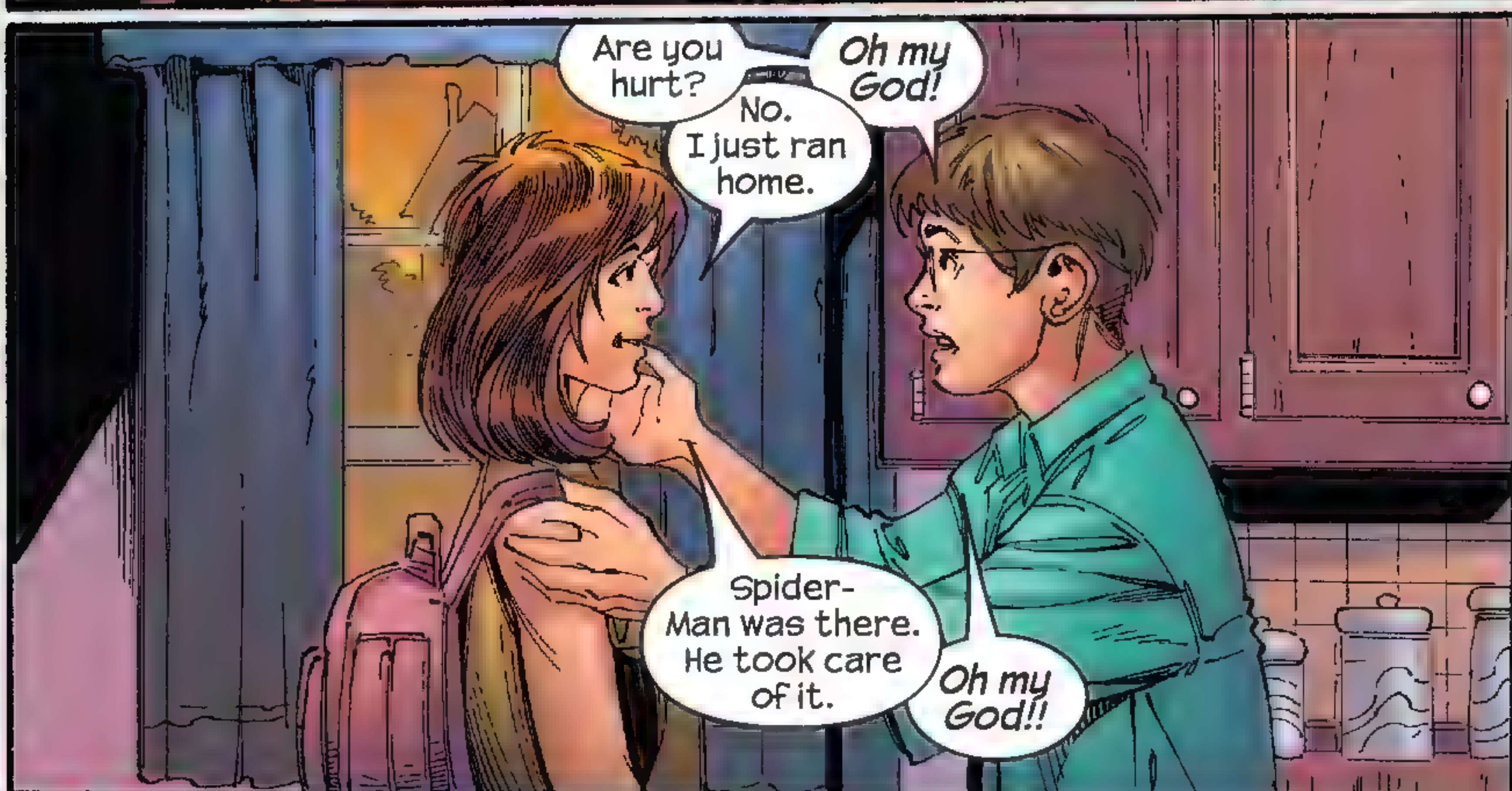
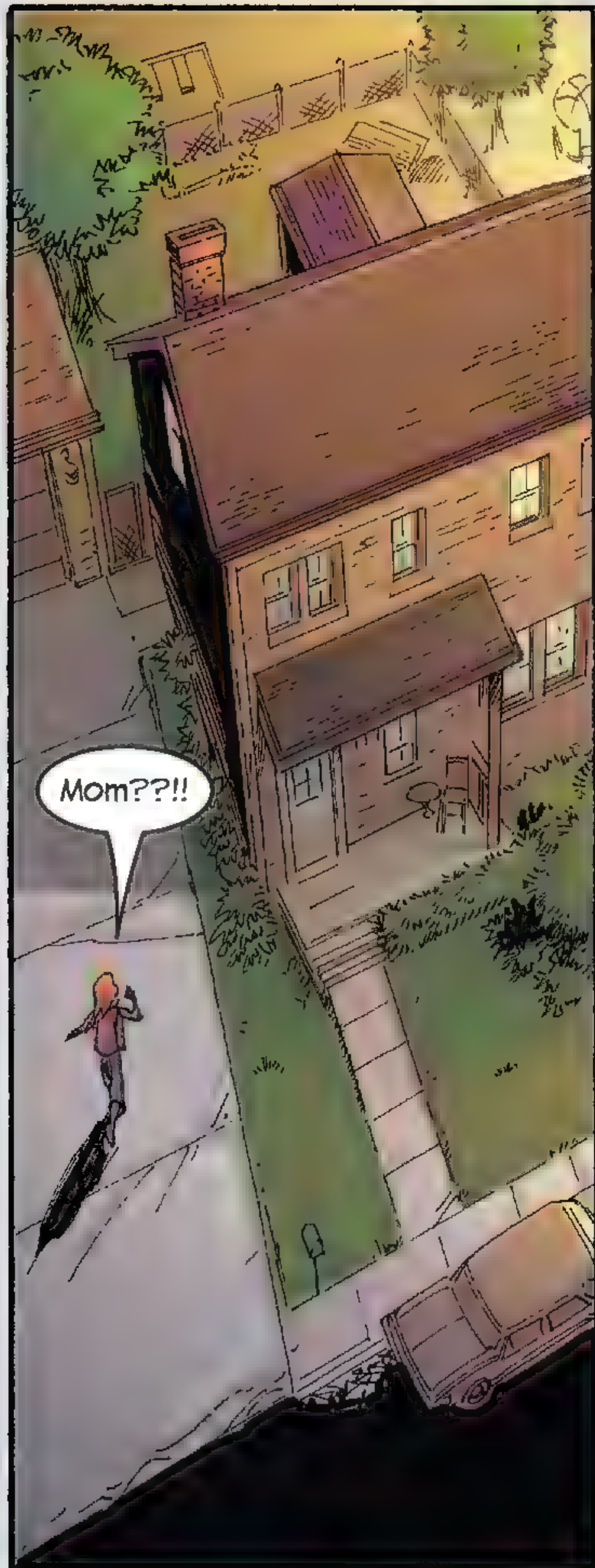


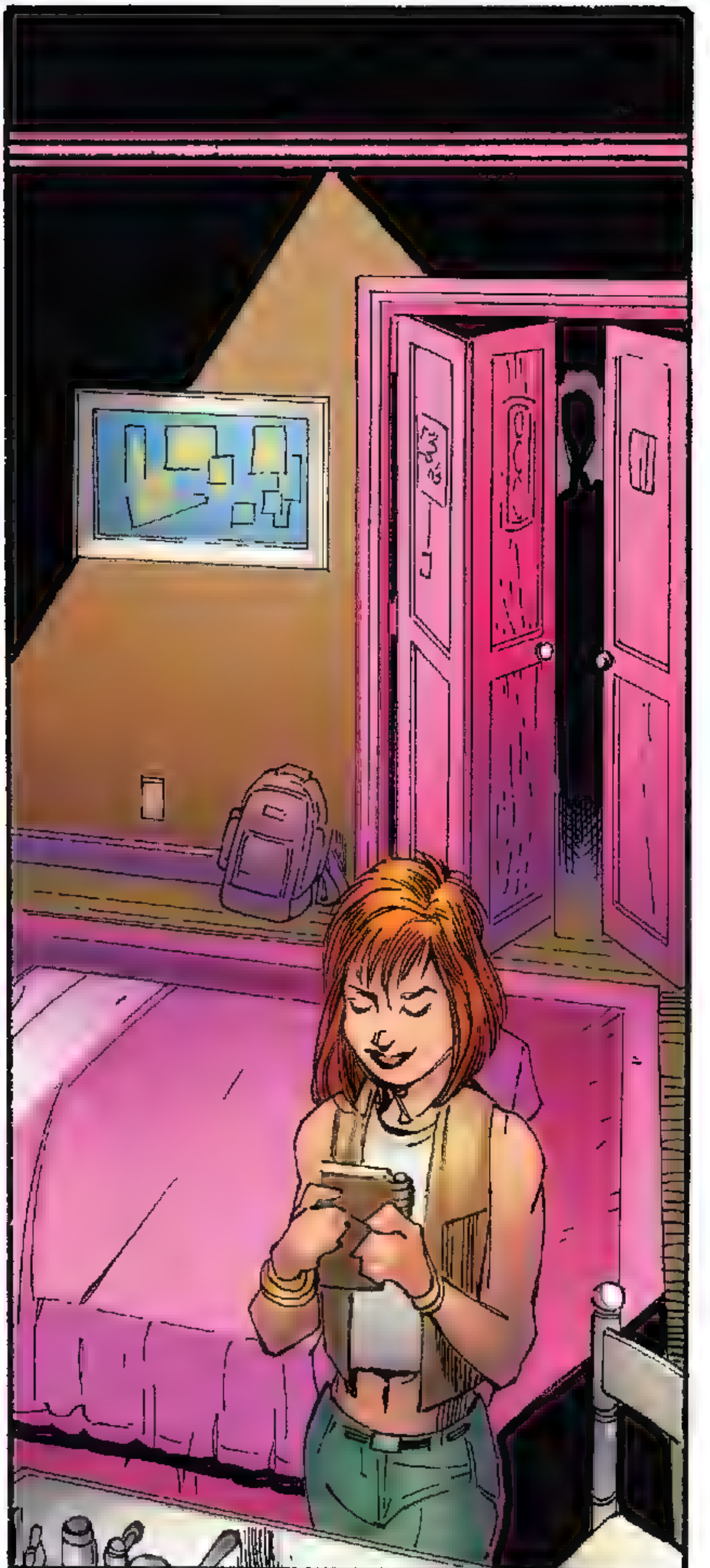
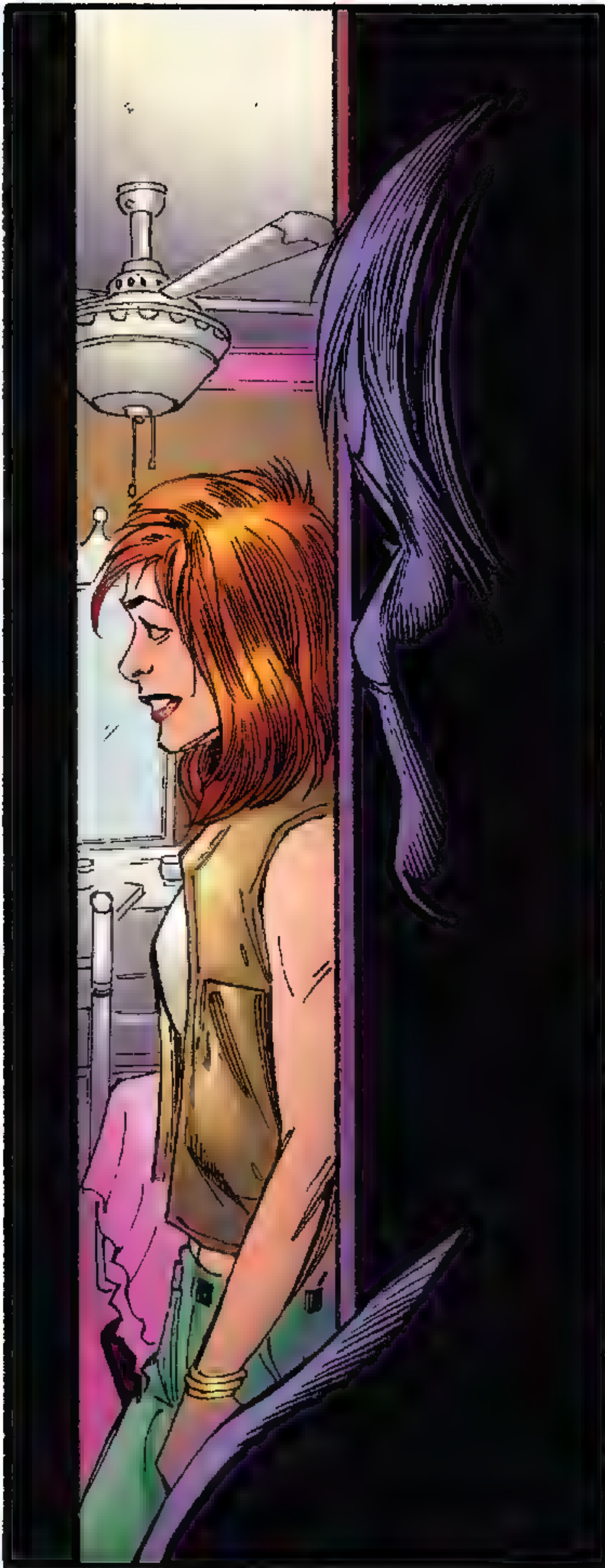


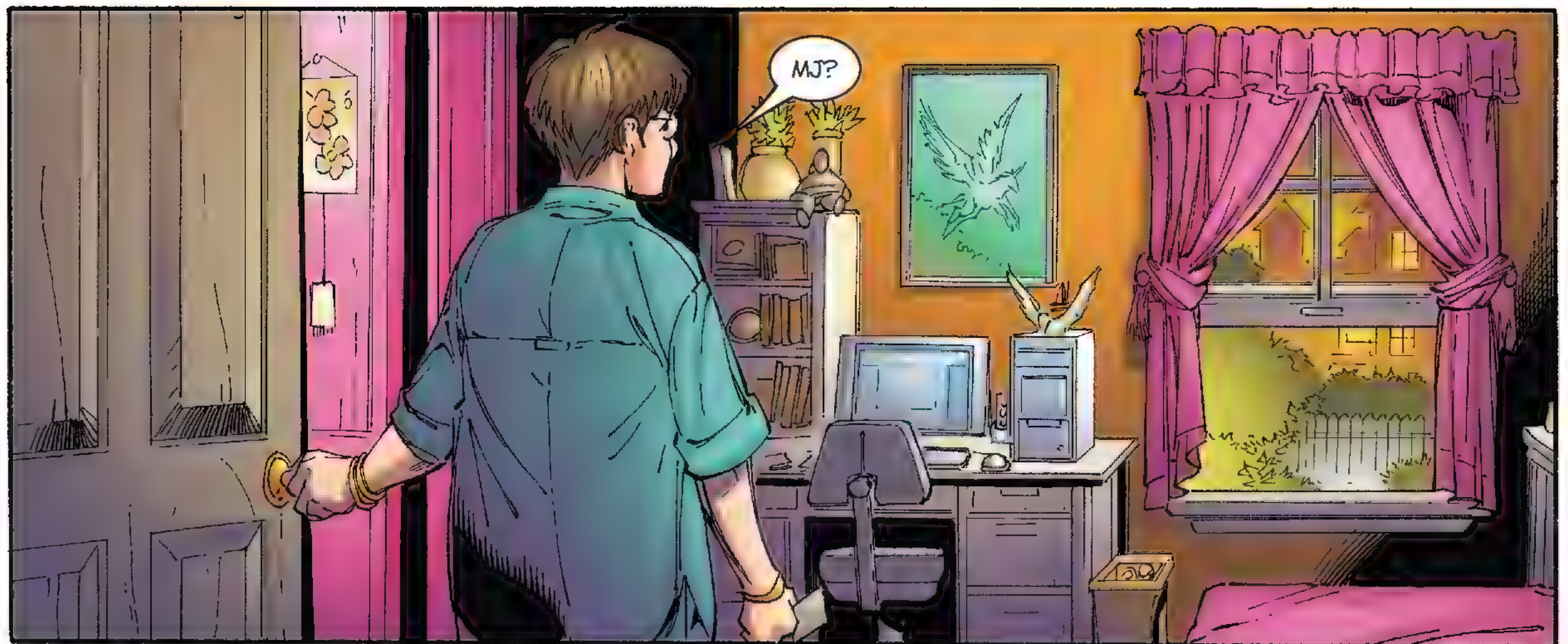
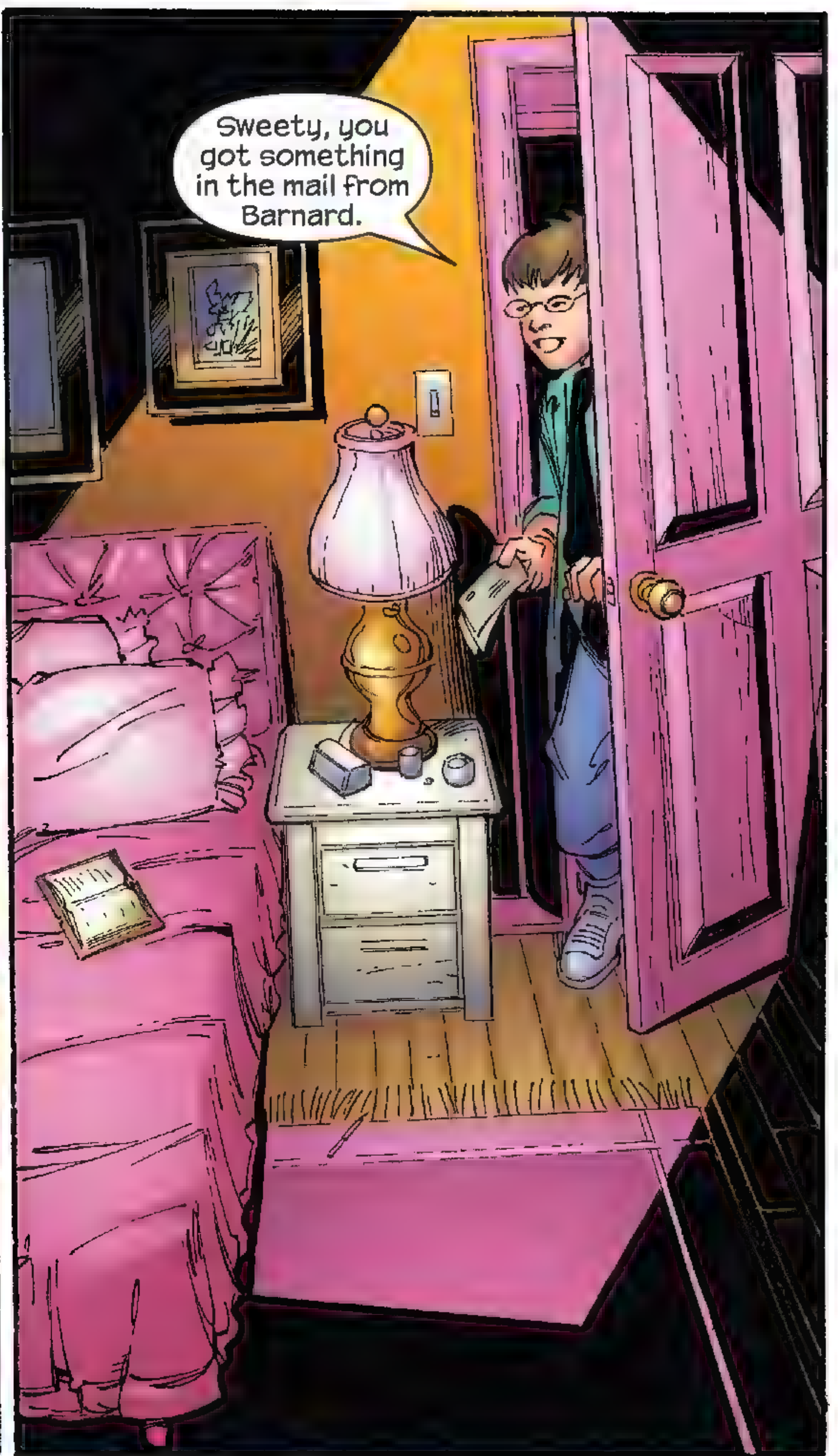
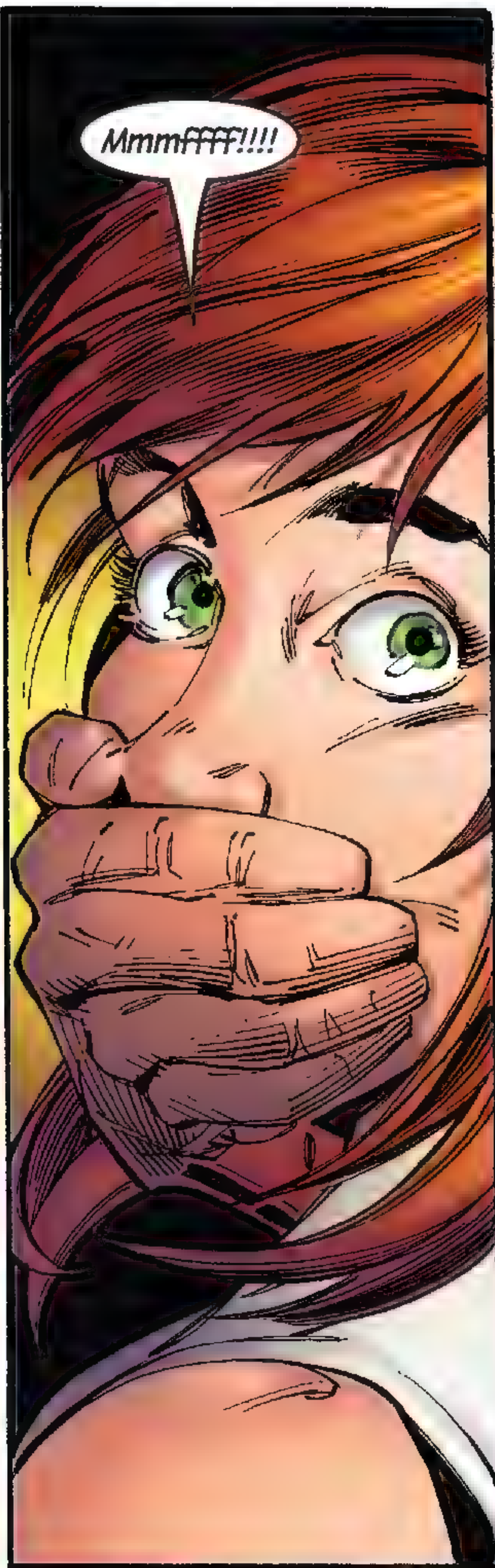
"Who are you, masked mystery man??? Unveil yourself to the crowd!!"

He *said* that...

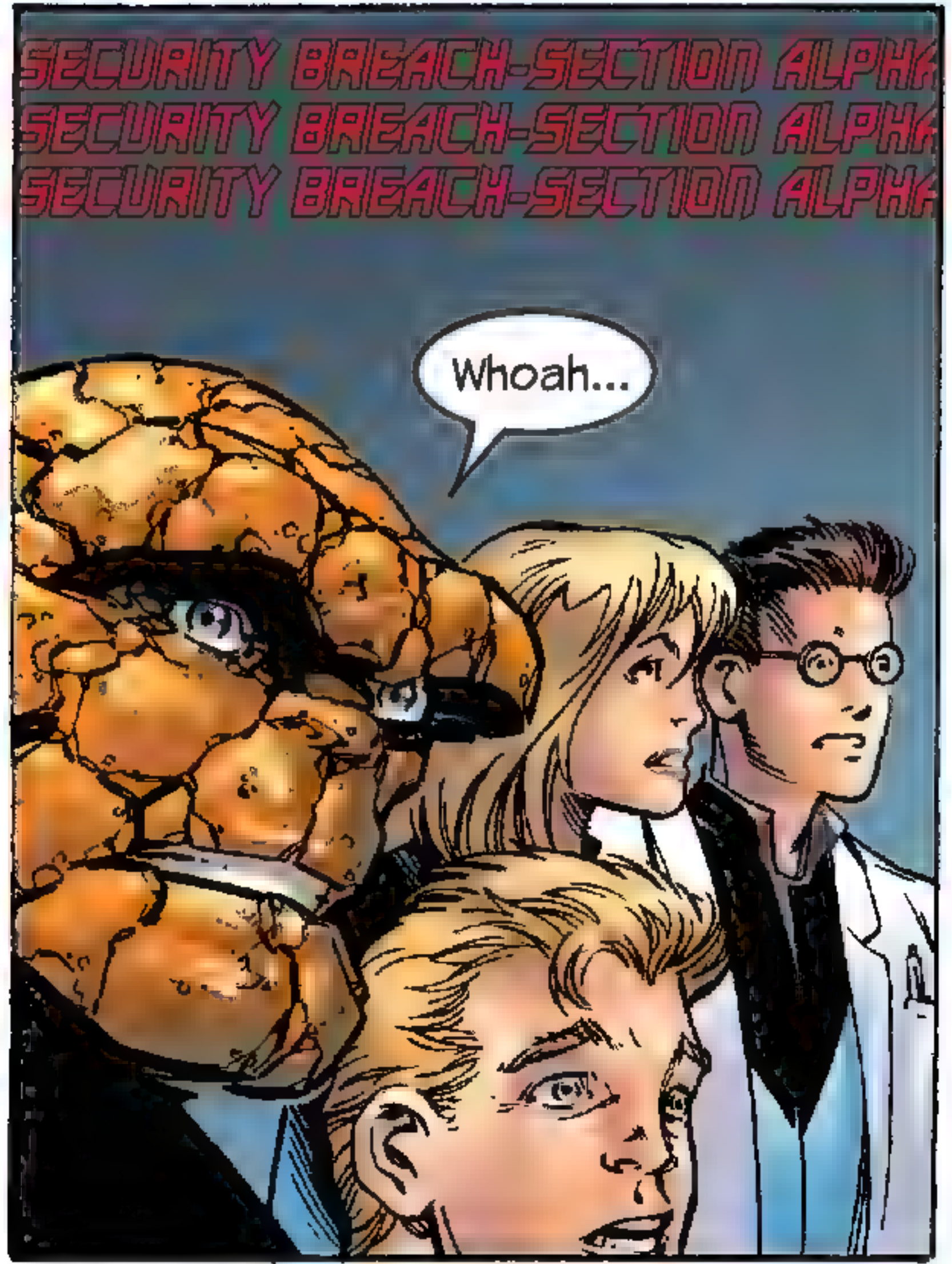
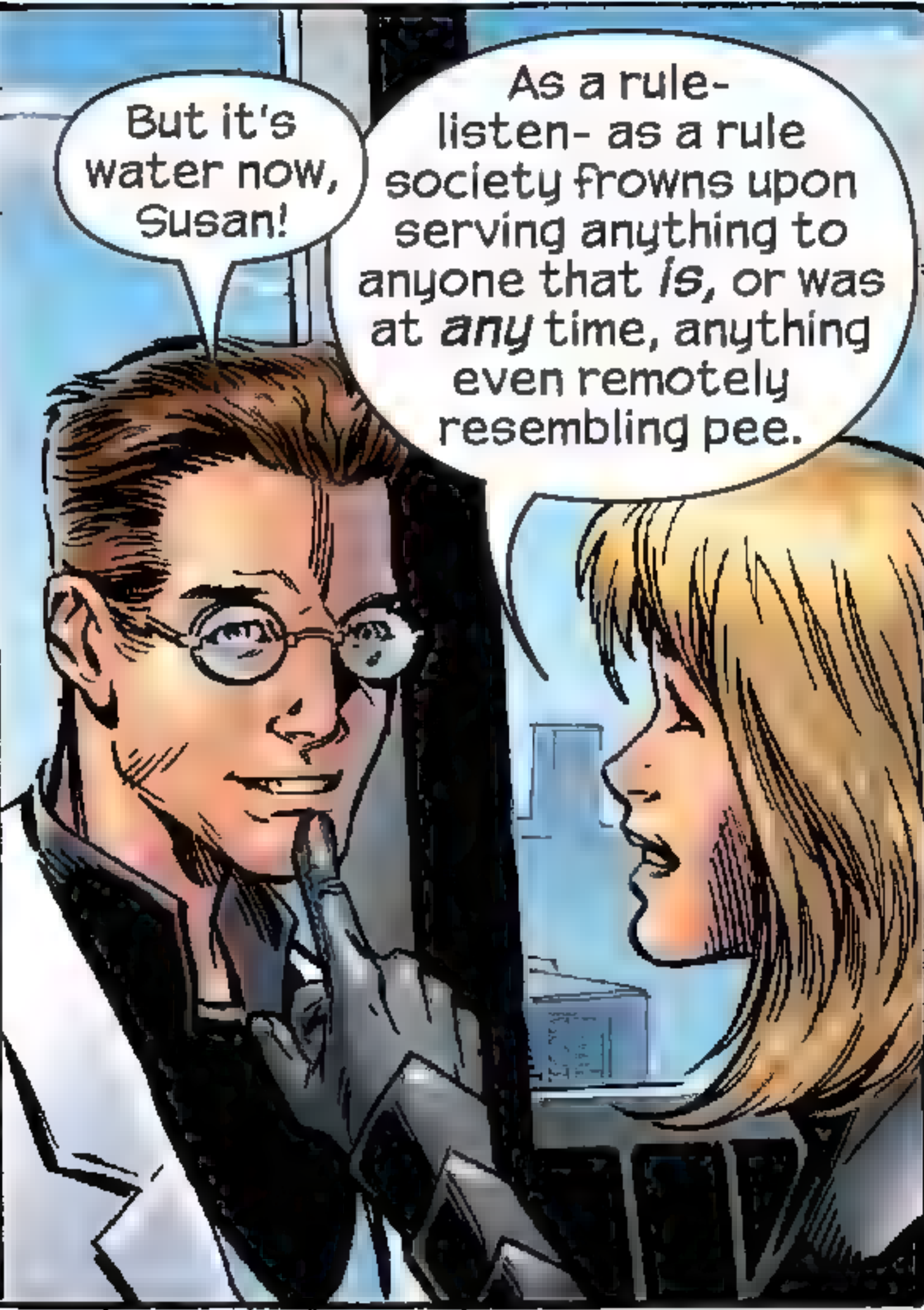
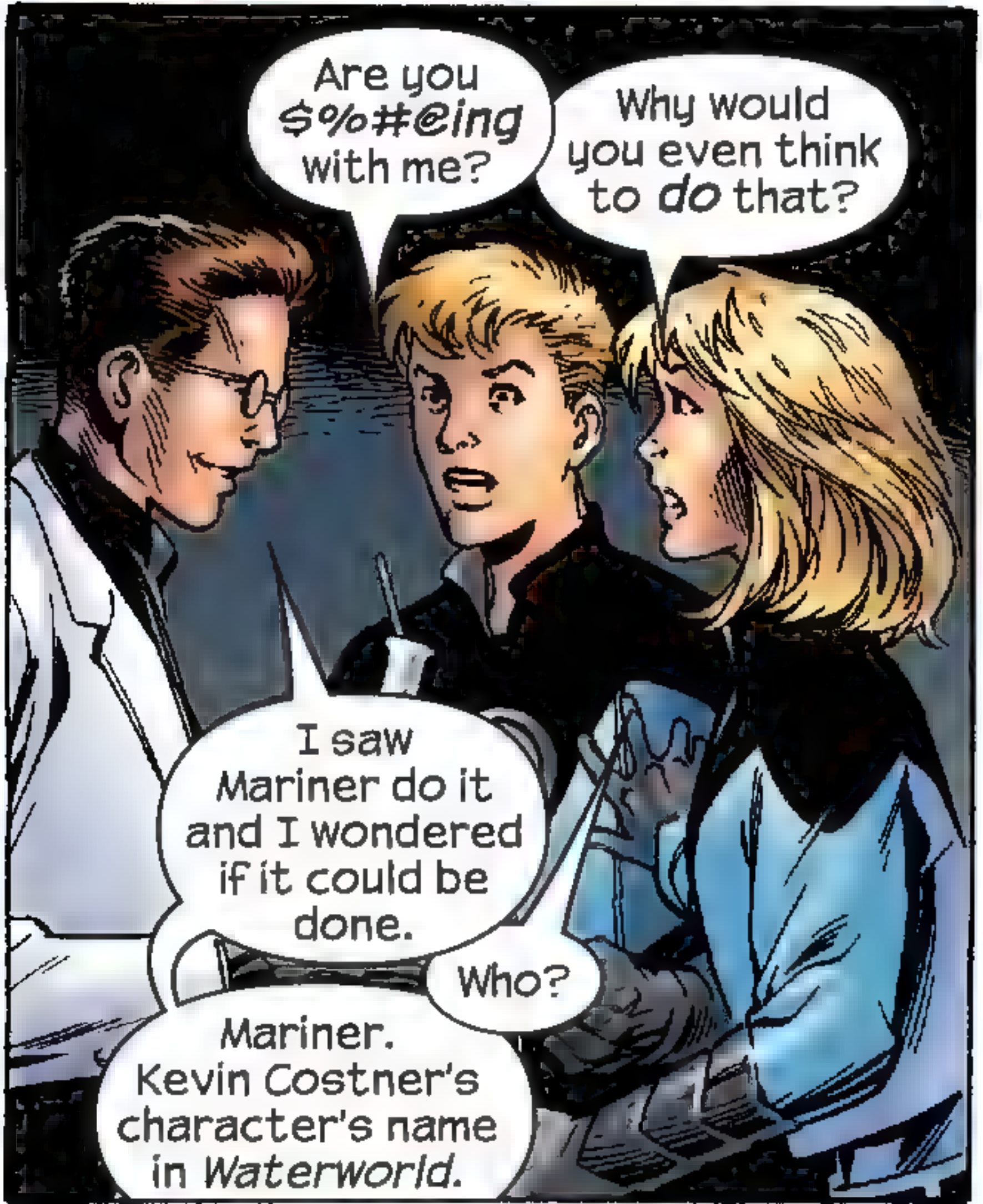
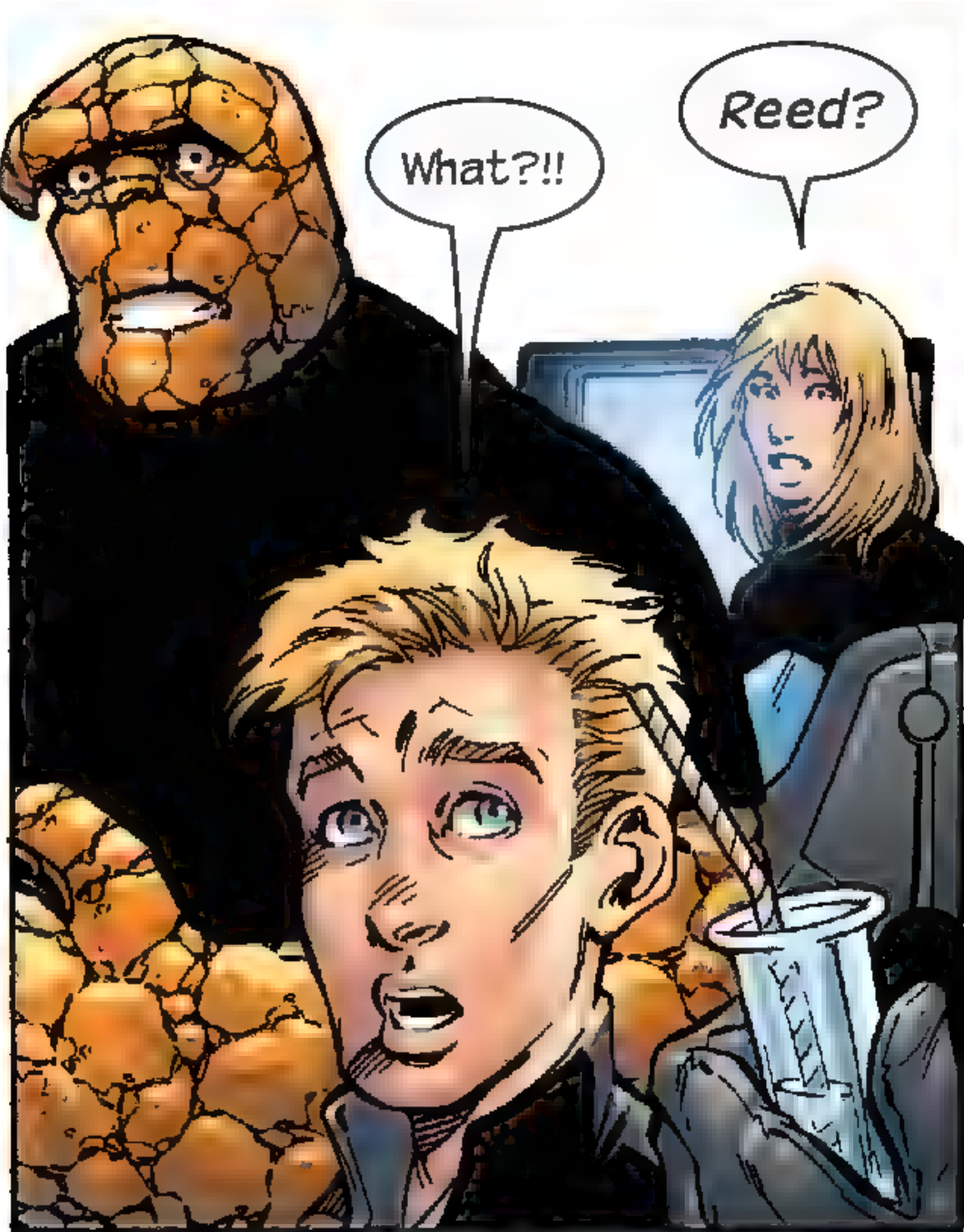
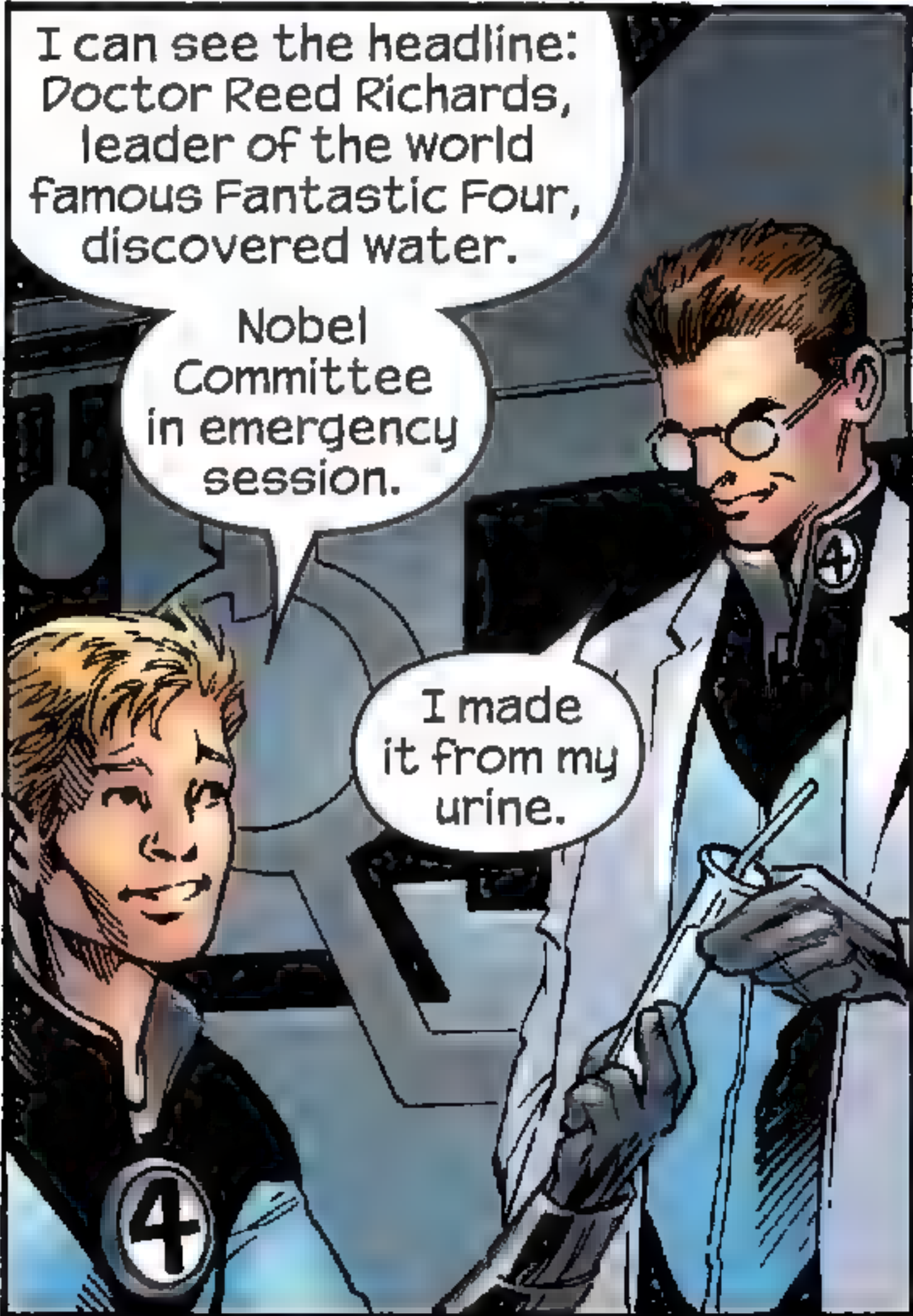
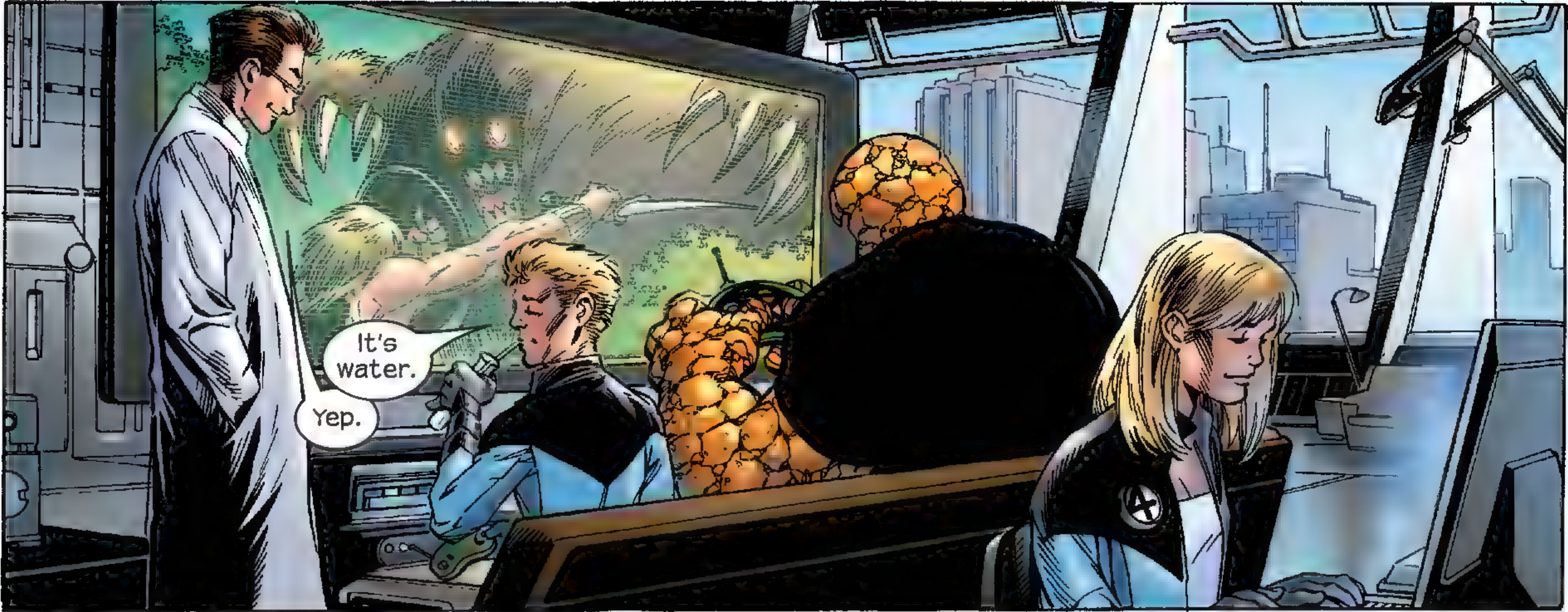
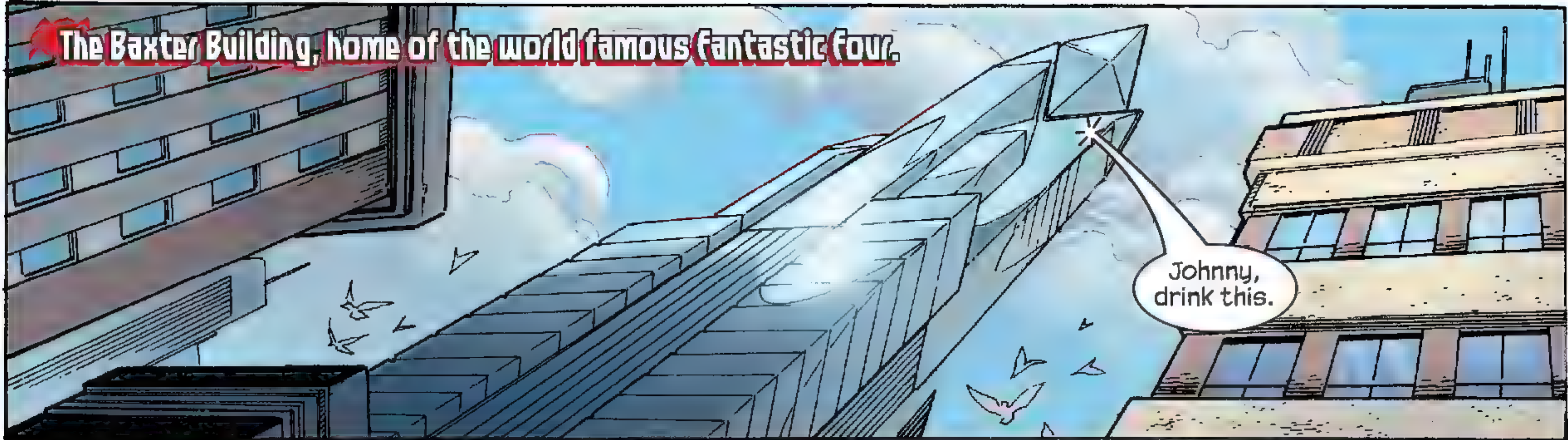












BREACH- SECTION ALPHA SECURITY BREACH- SEC

Mmff!!!

Security
override: Sinnott.
Open rec room
window three.

A comic book panel showing Spider-Man in the foreground, looking up at a man in a suit who is floating or falling through a large, bright yellow and orange explosion or fire. The man in the suit has a speech bubble that says "Mmff!!!" and another that says "Security override: Sinnott. Open rec room window three." The background is filled with the intense light of the explosion.

Hey there, webhead!

Sorry, sorry...

Well, I don't have my cell phone on me.

Spider-Man, you can't just *touch* this building. We have the highest security system known to man on this--

Hey man...

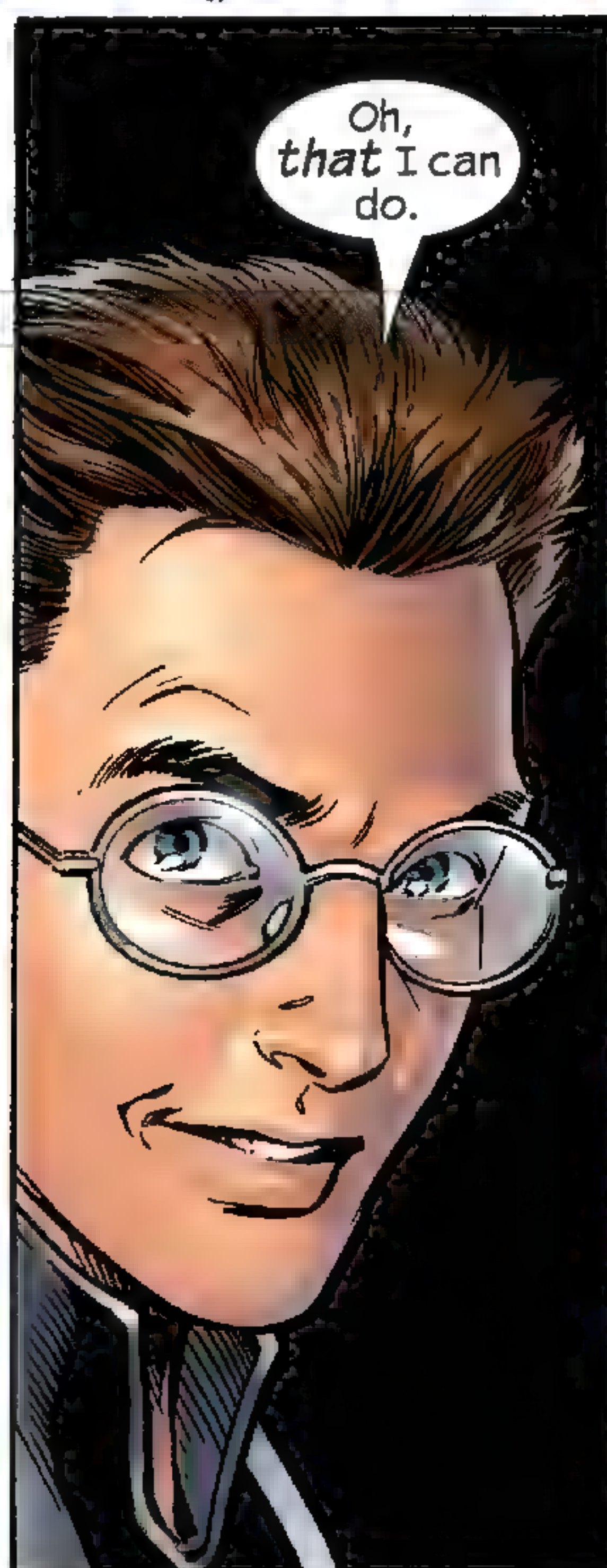
What is *this*? What have you brought here?

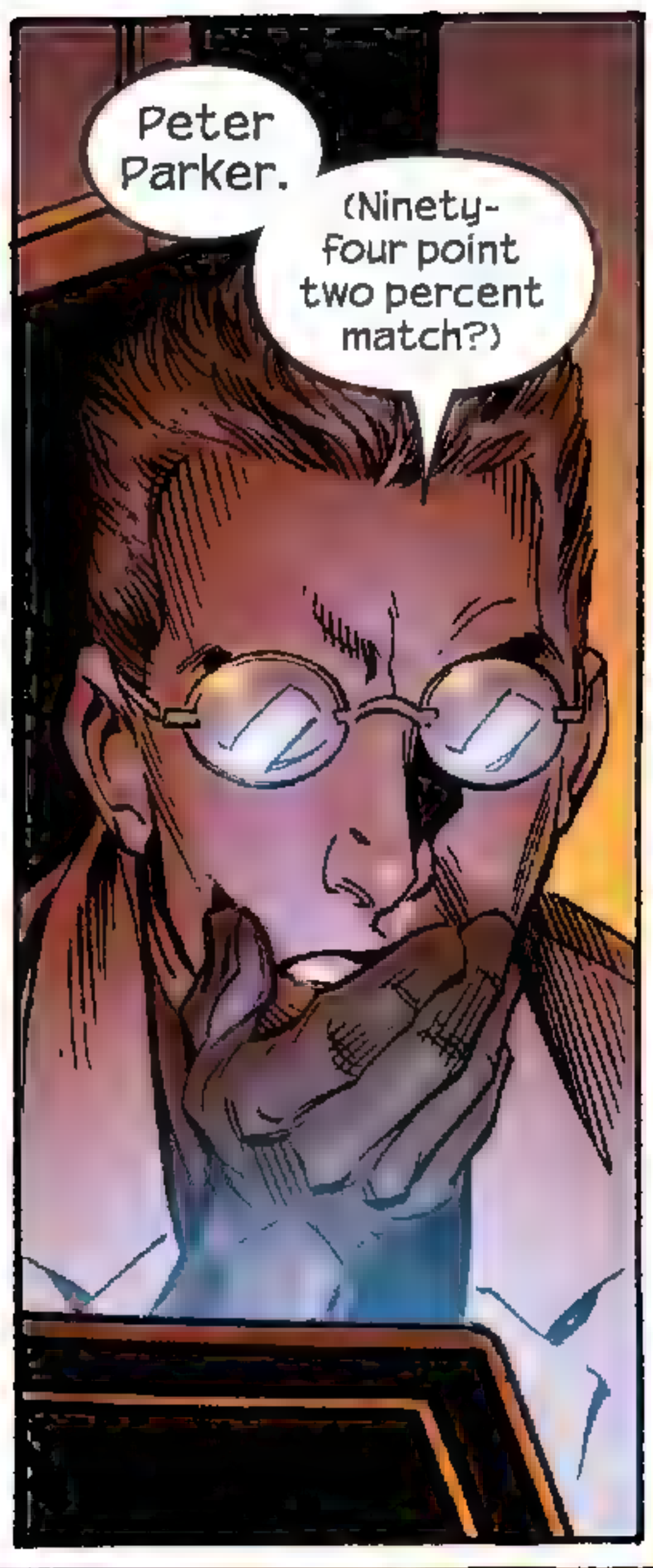
This guy- whoo- hold on. Okay. This guy was attacking a mall. I beat him up and--

And ya brought him here?

Because I really, really, really need your help.

Because I really, really, really need your help.





Peter Parker.

(Ninety-four point two percent match?)



Oh my God.

His tail mechanism is grafted into his spinal cord.

Uh, ew.

That's an illegal biograft.



Oh my God!

(Ninety-four point two percent match?)



Let's wake him up.

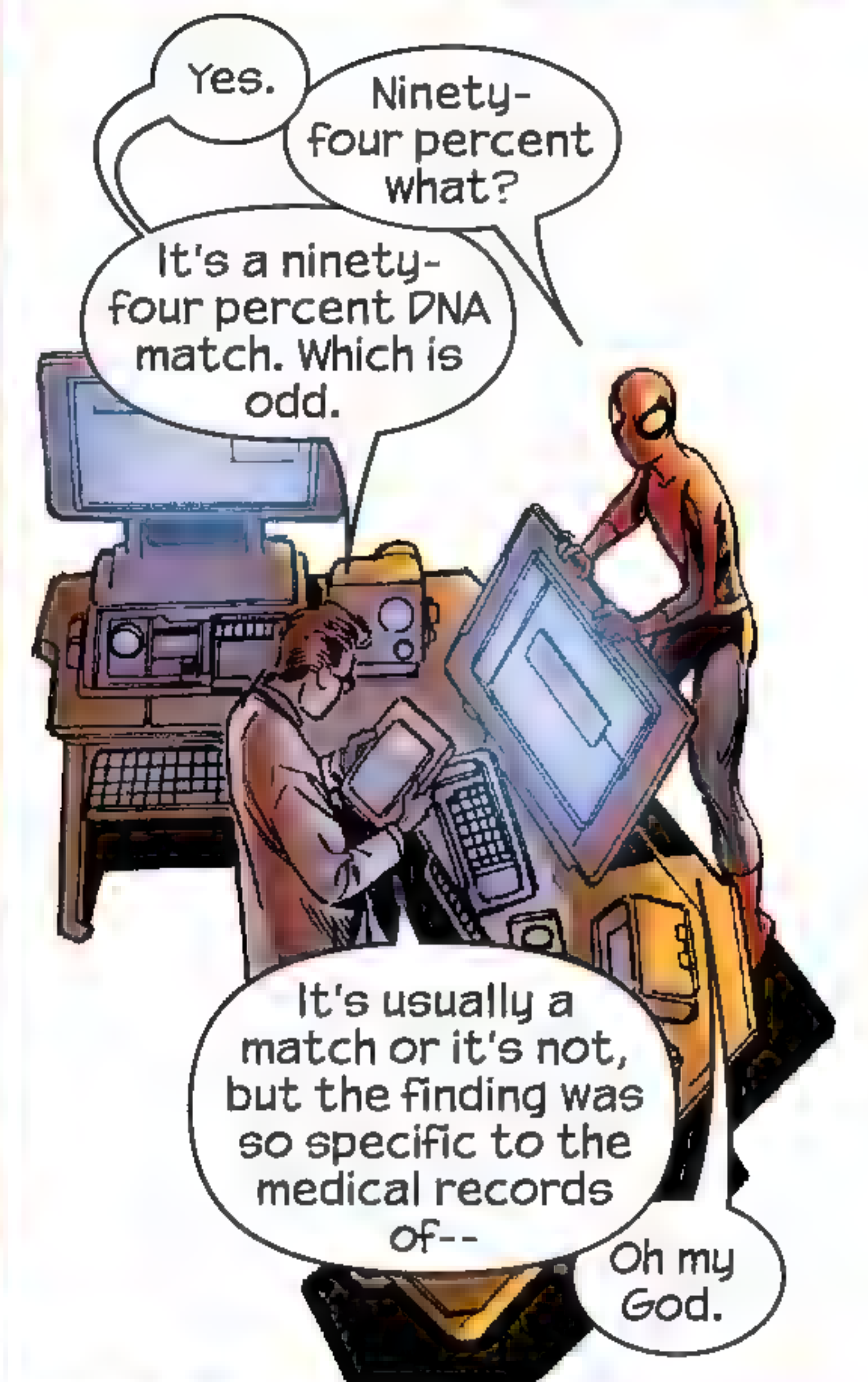
He might have a concussion. Maybe we should get my dad in here to--

He *is* the one with the answers.

No!!

No?

Ninety-four percent? You said ninety-four percent?



Yes.

Ninety-four percent what?

It's a ninety-four percent DNA match. Which is odd.

It's usually a match or it's not, but the finding was so specific to the medical records of--

Oh my God.



I got, yeah, here... Peter Parker. Caucasian. Around sixteen years old. Not a mutant.

Some genetic damage. Never seen that kind of damage before. Hmm? Maybe that's the percentage discrepancy or--

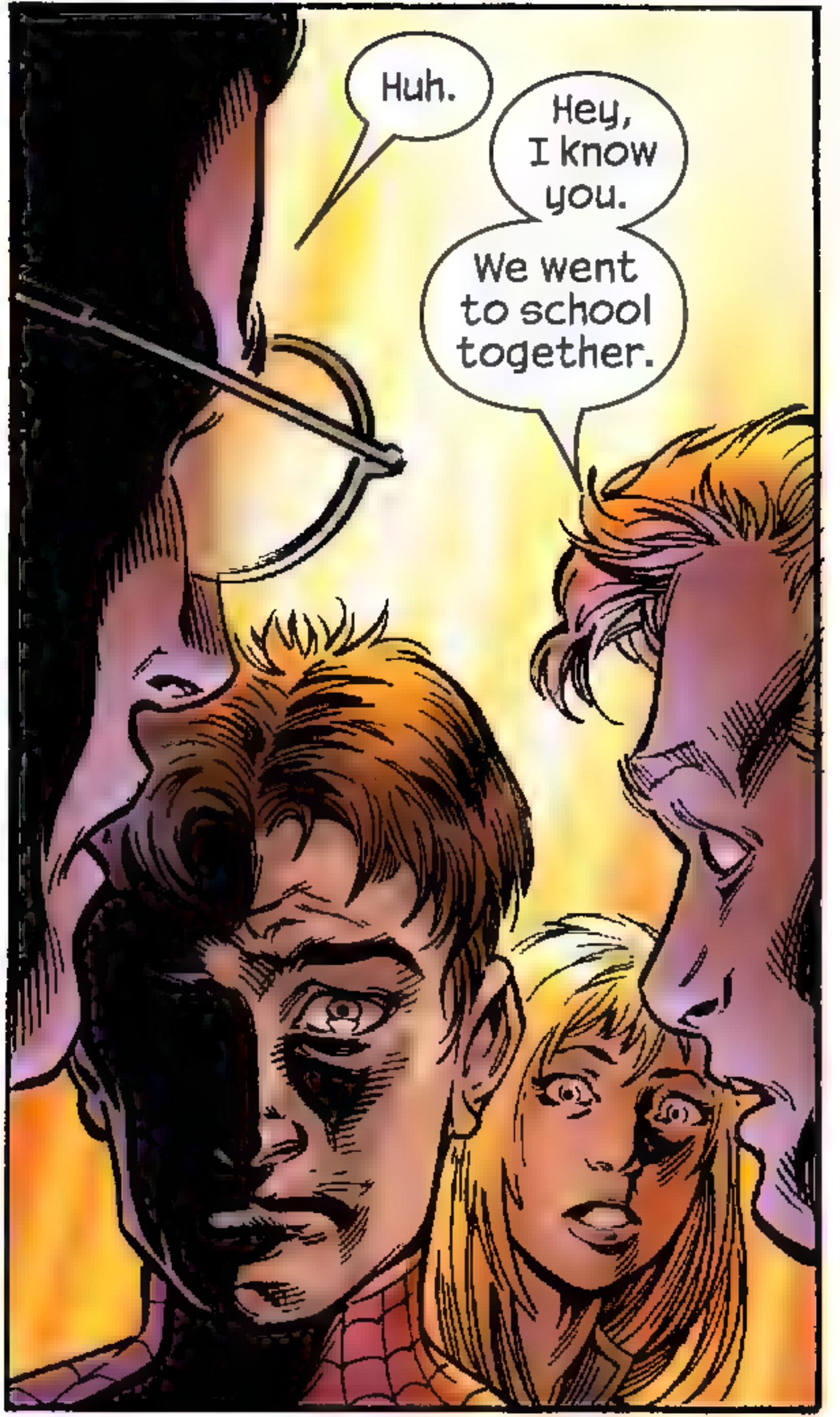
Okay, listen to me...



I'm Peter Parker.

Me.

So who is *that* and what is going on?



Huh.

Hey, I know you.

We went to school together.

The Triskelion.

Headquarters and home of the Ultimates.
The U.S.-sanctioned superhuman task force
created by Nick Fury and S.H.I.E.L.D.

General
Fury, Reed
Richards is on
the secat
line.

Dr. Richards.
I haven't changed
my mind about the
Skrull initiative
you--

No, no,
I'm calling
about some-
thing else.

Good.

What's the
government's take
on human cloning
experiments?

It's
exactly what you
see on TV.

It's off-limits.
No cloning. It's too
controversial. Morally
ambiguous.

So no one
we know is doing
anything with
cloning?

Nope.

And no one
over there at the
Triskelion is doing
any cloning?

And neither
will you be if that's
what you're really
asking.

Oh
no. No. I
wasn't.

I
mean it,
Doctor.

Okay.

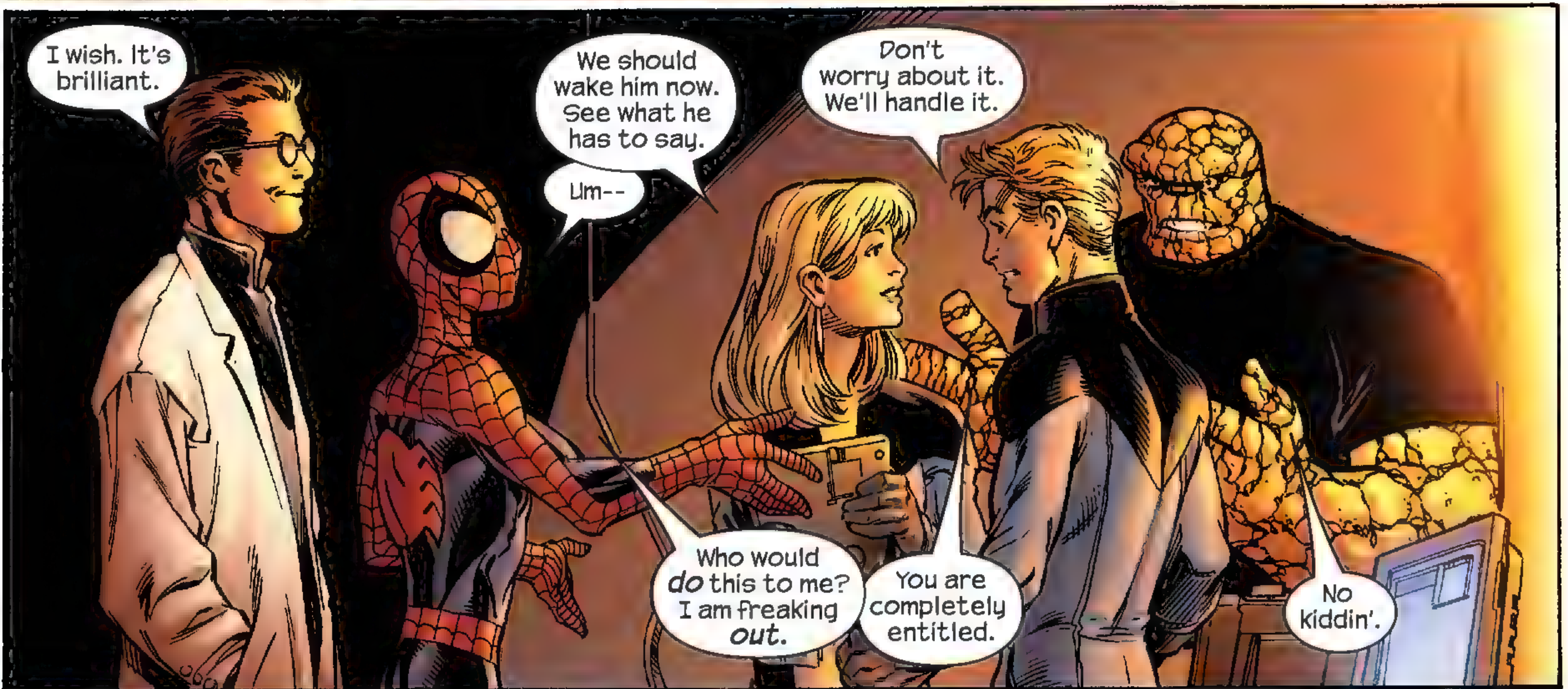
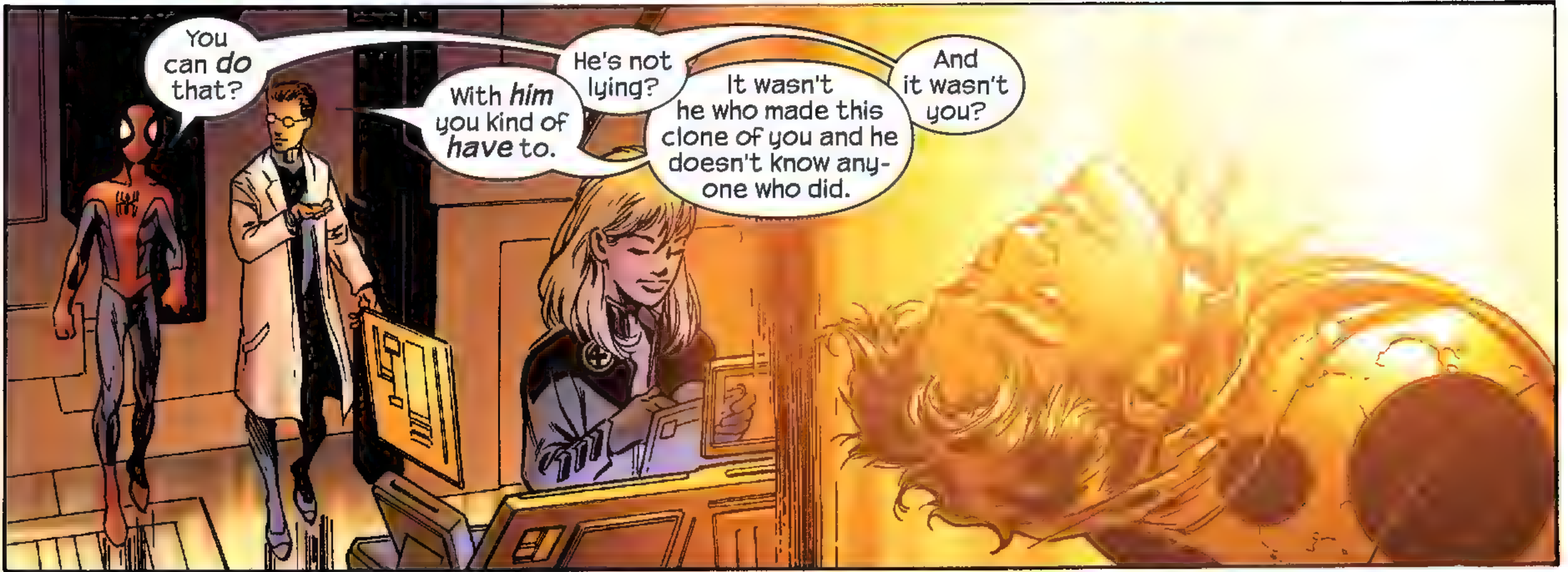
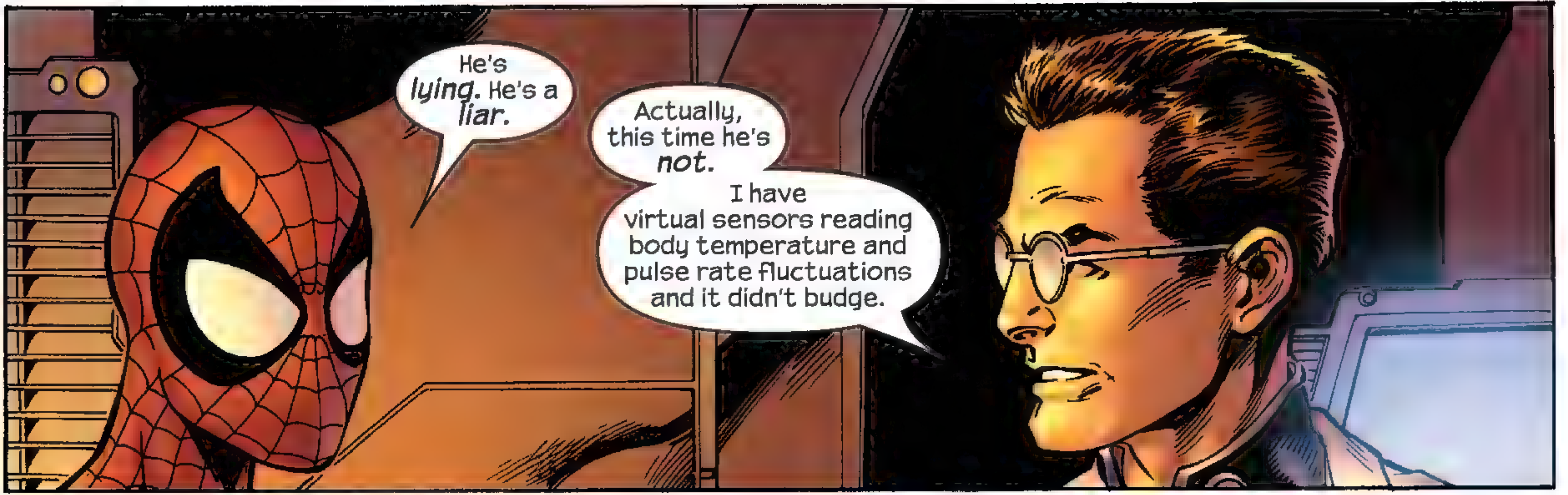
You *are*
technically army
personnel. You're
a federal employee.
You have to obey
the law of the
land.

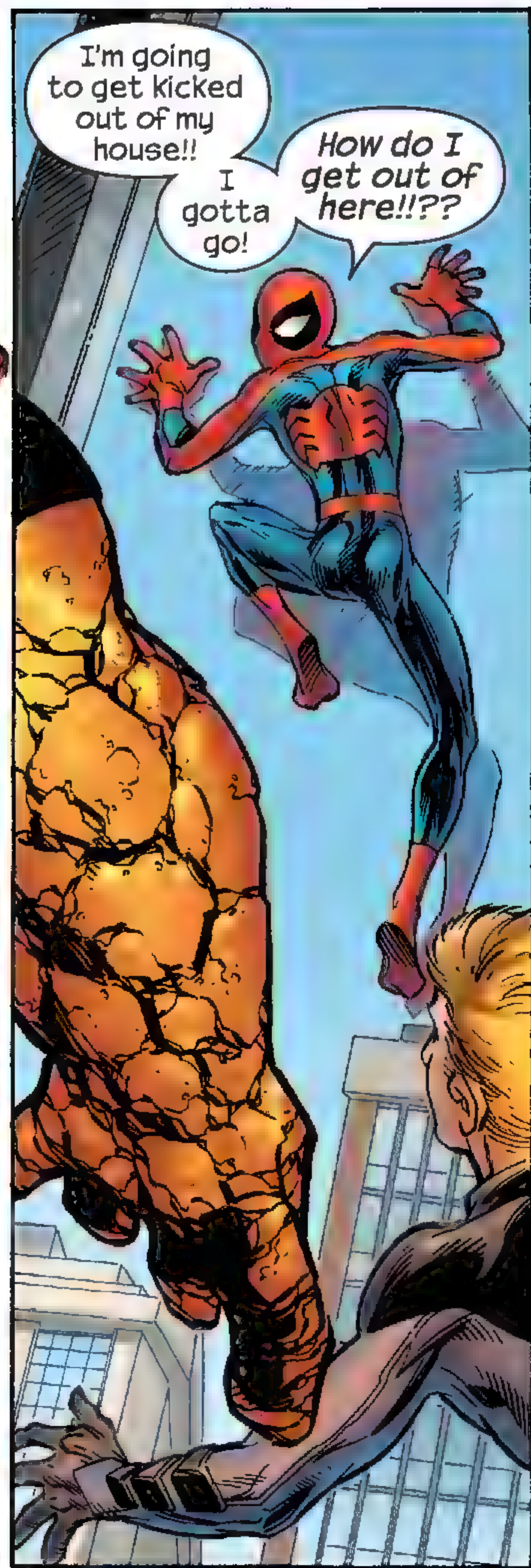
I'm not
cloning any-
thing.

I was, um,
on the can reading
an article in *Wired*
magazine and it just
got me thinking.

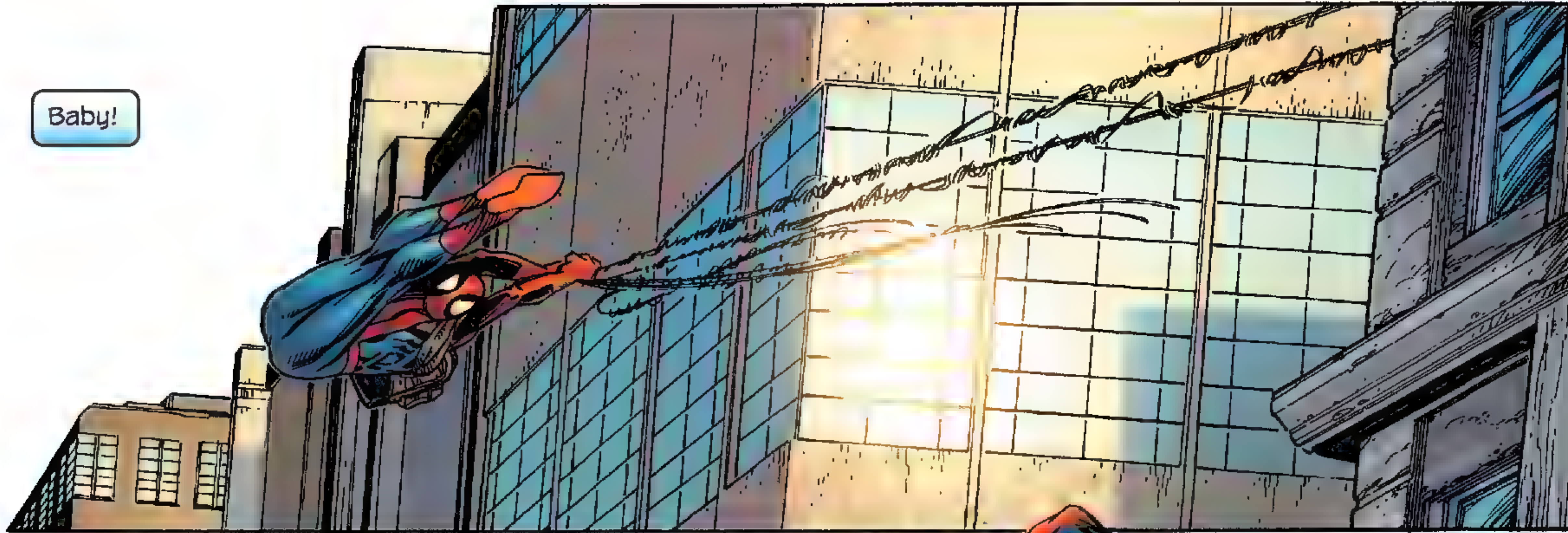
Well,
thanks for that
intimate look into
your bathroom
habits.

SLEEP



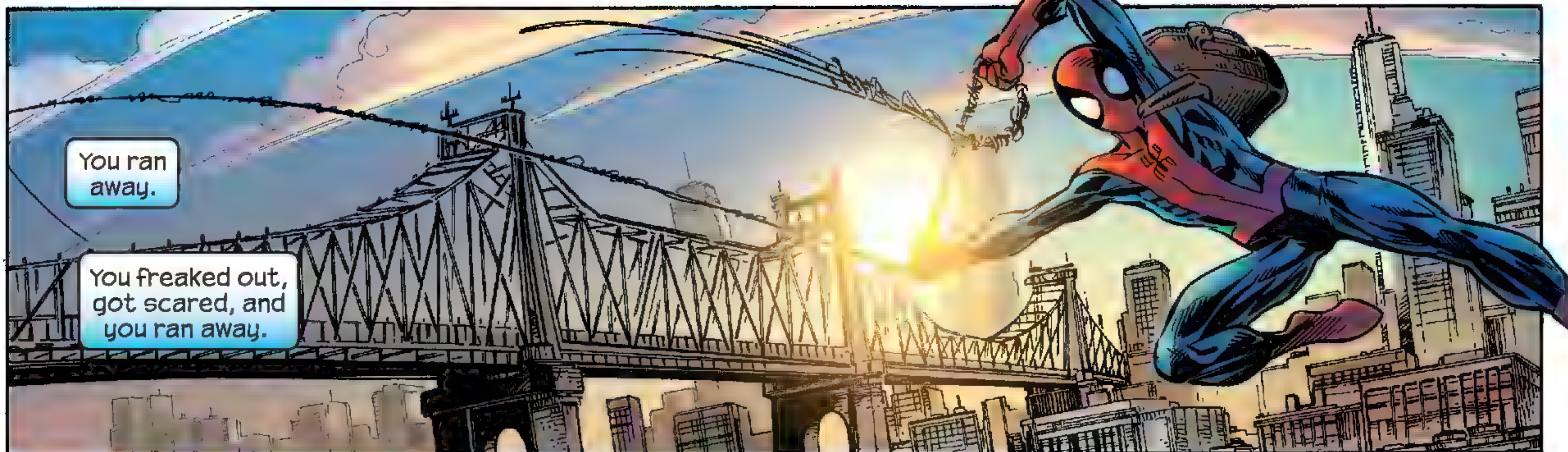


Baby!



You ran away.

You freaked out, got scared, and you ran away.



Come on, give yourself a little break.

This is *intensely* crazy! You're entitled to spaz for a second.

(Can't believe I unmasked in front of even *more* people!)

Just- just take a minute to get a hold of yourself, make an excuse to Aunt May, and sneak back out and get back there.

Maybe the clone is just some weird side effect of the accident that gave me my powers in the first--

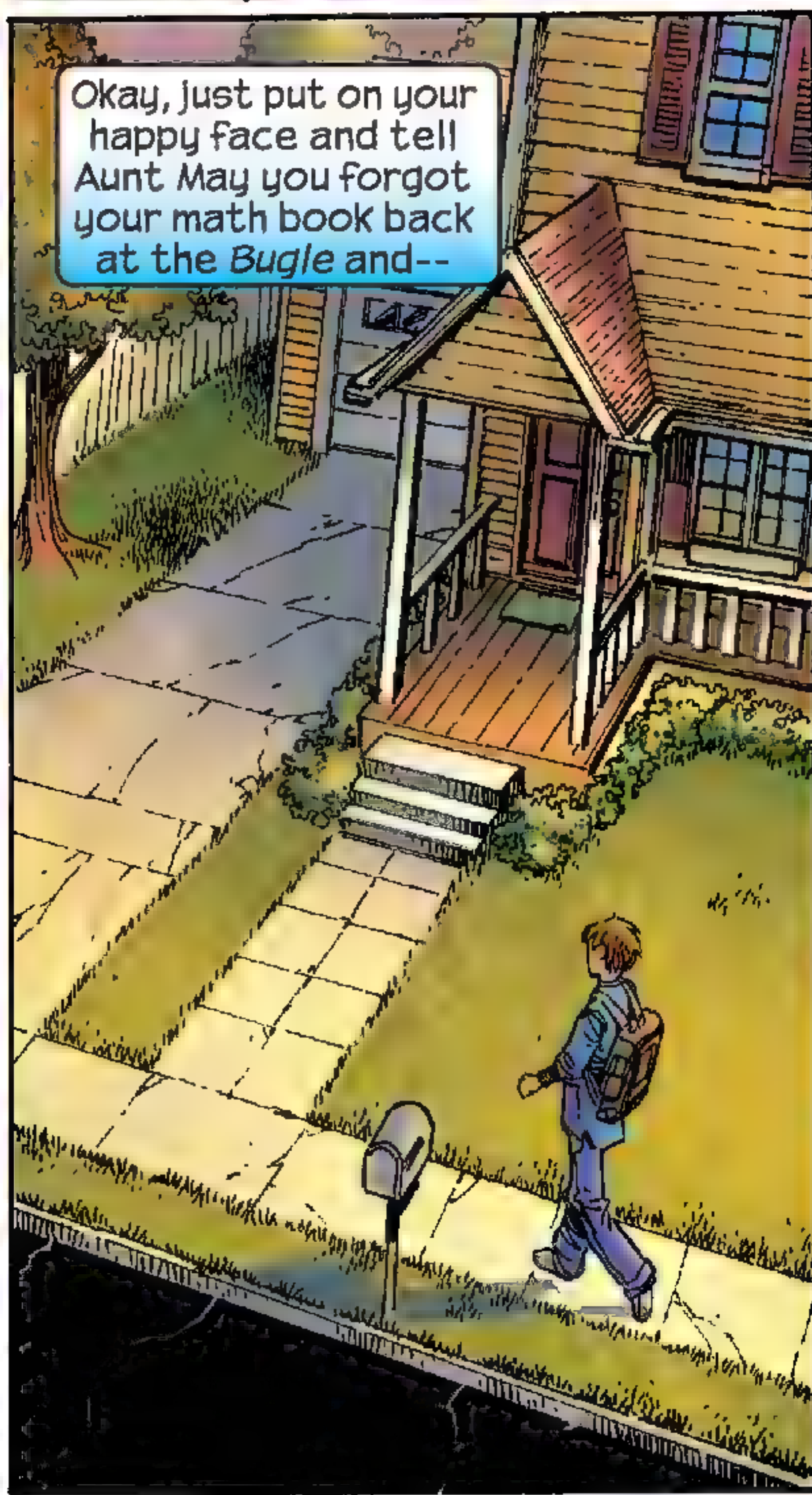


Weird side effect!!??

There was an entire other me with- *a tail*!!



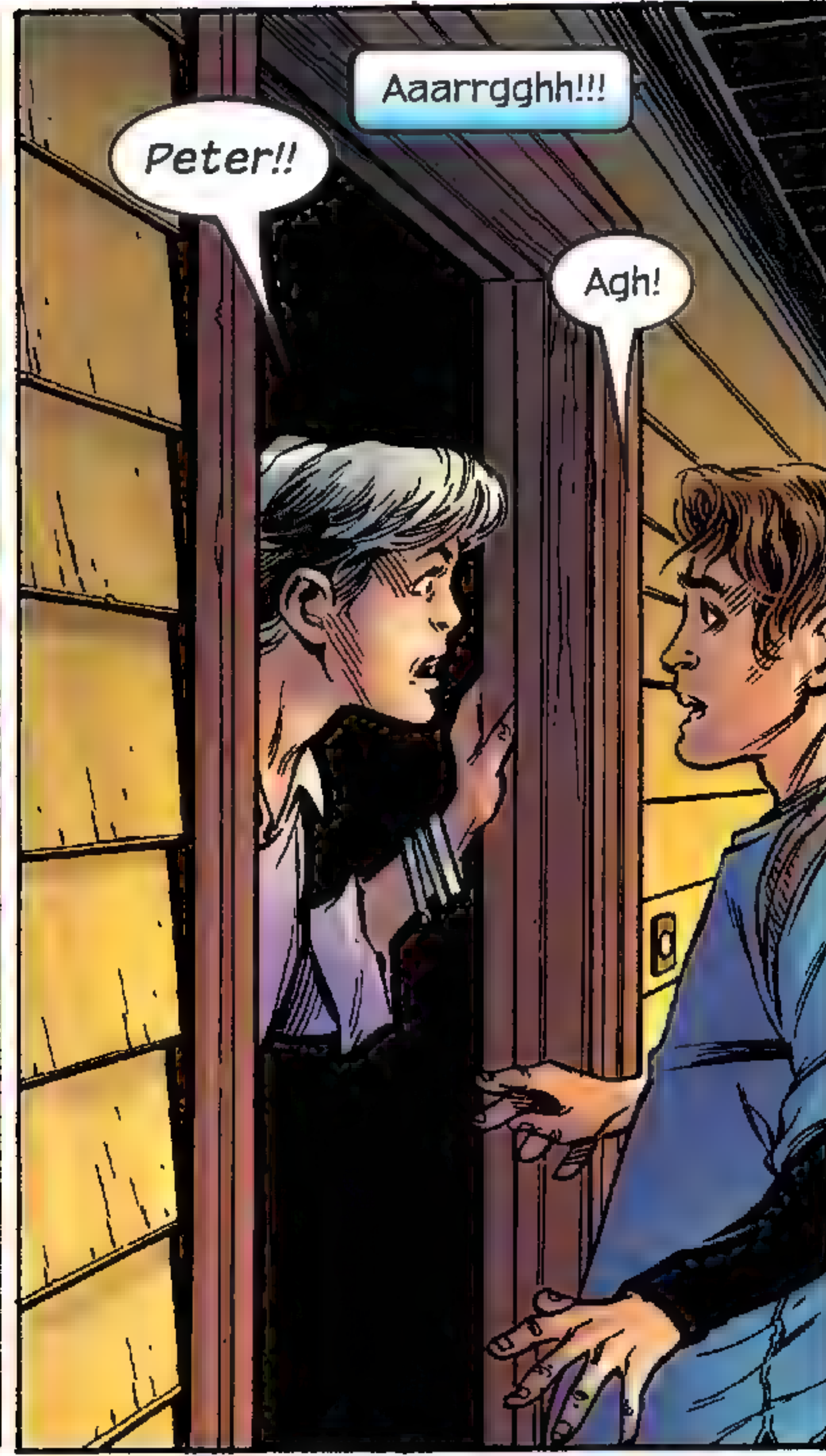
Okay, just put on your happy face and tell Aunt May you forgot your math book back at the Bugle and--

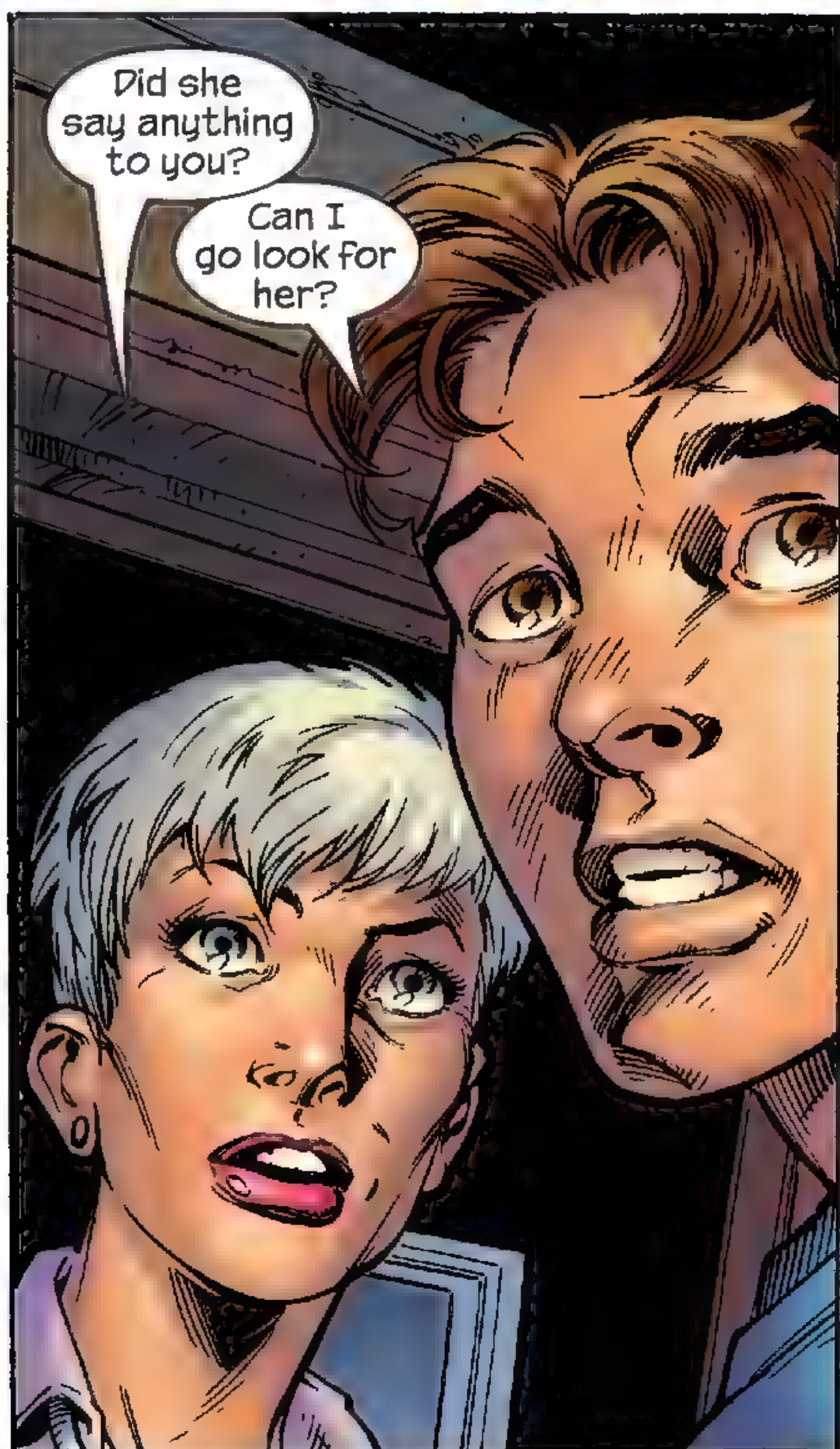
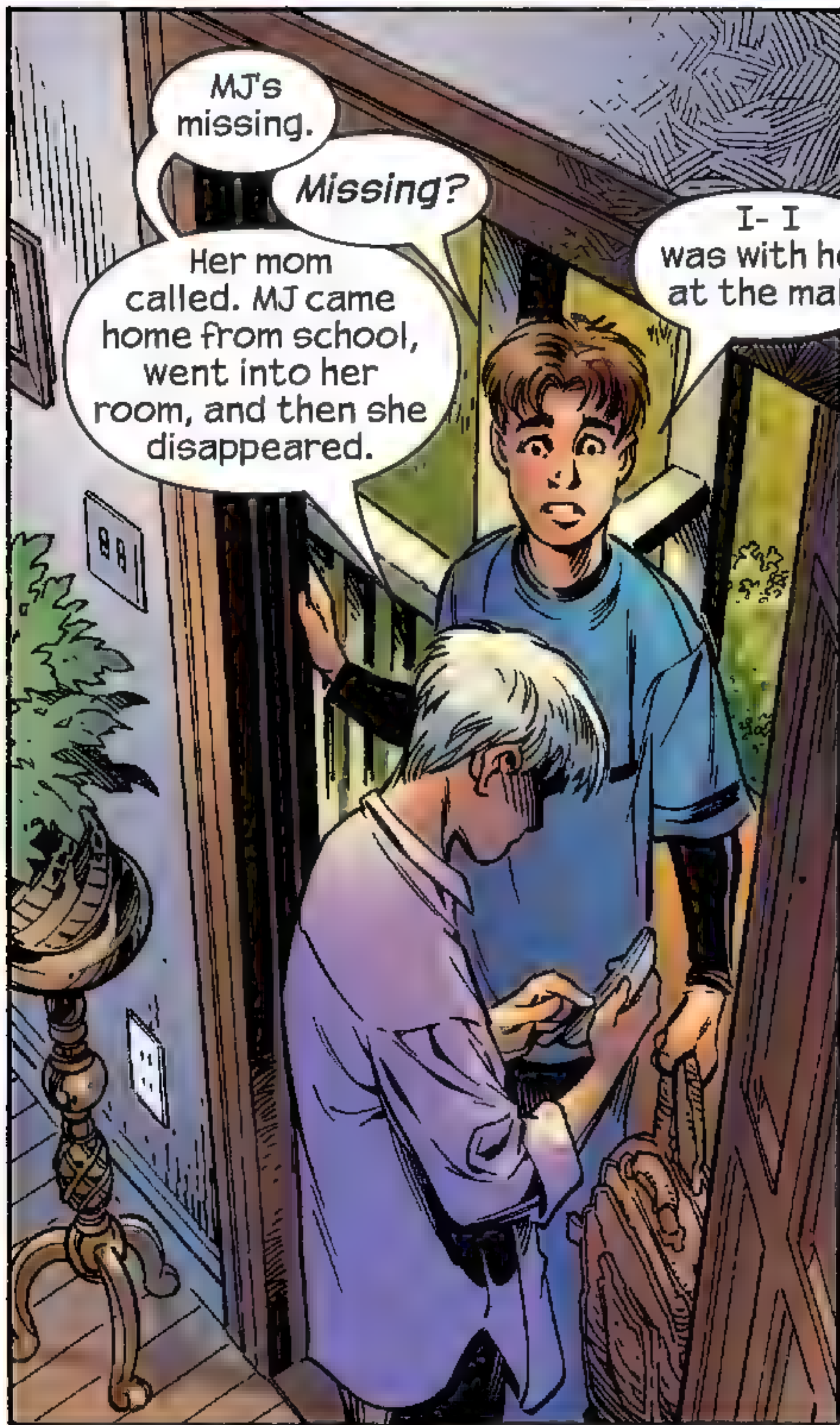
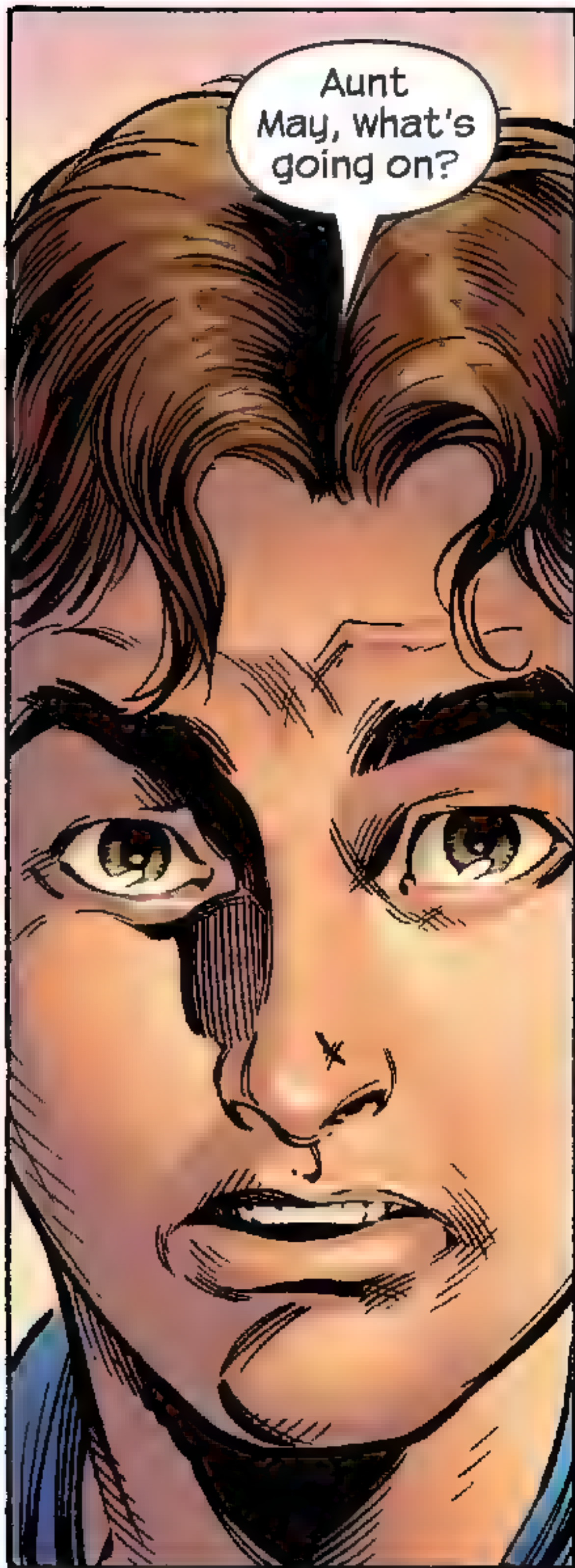
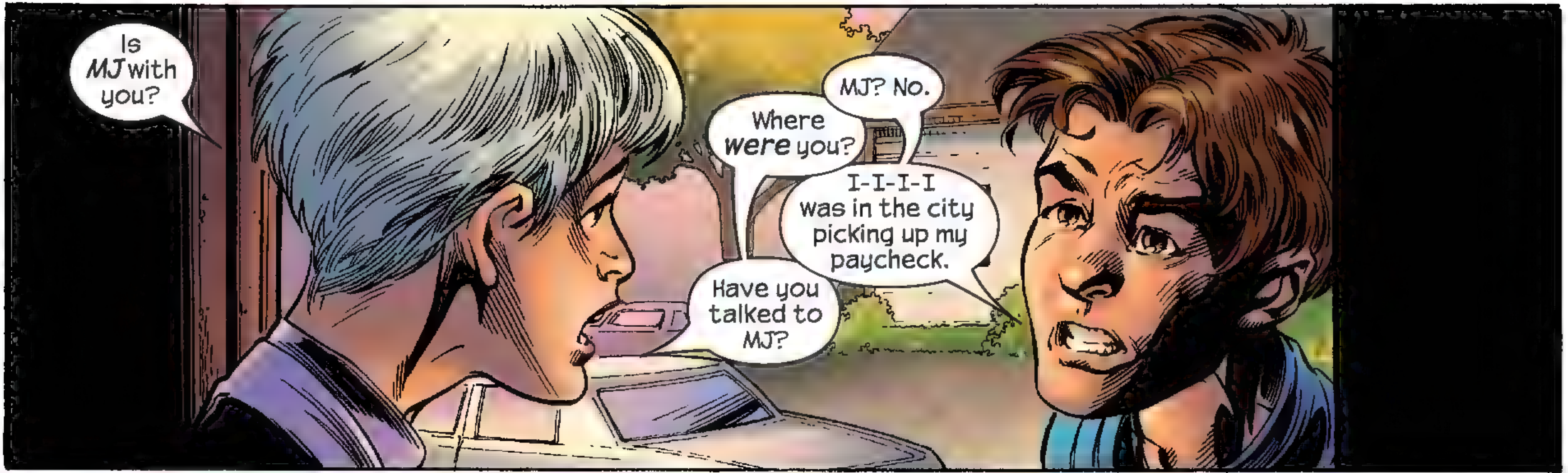


Aaarrgghh!!!

Peter!!

Agh!







Ran away?

Ran away??



MJ?

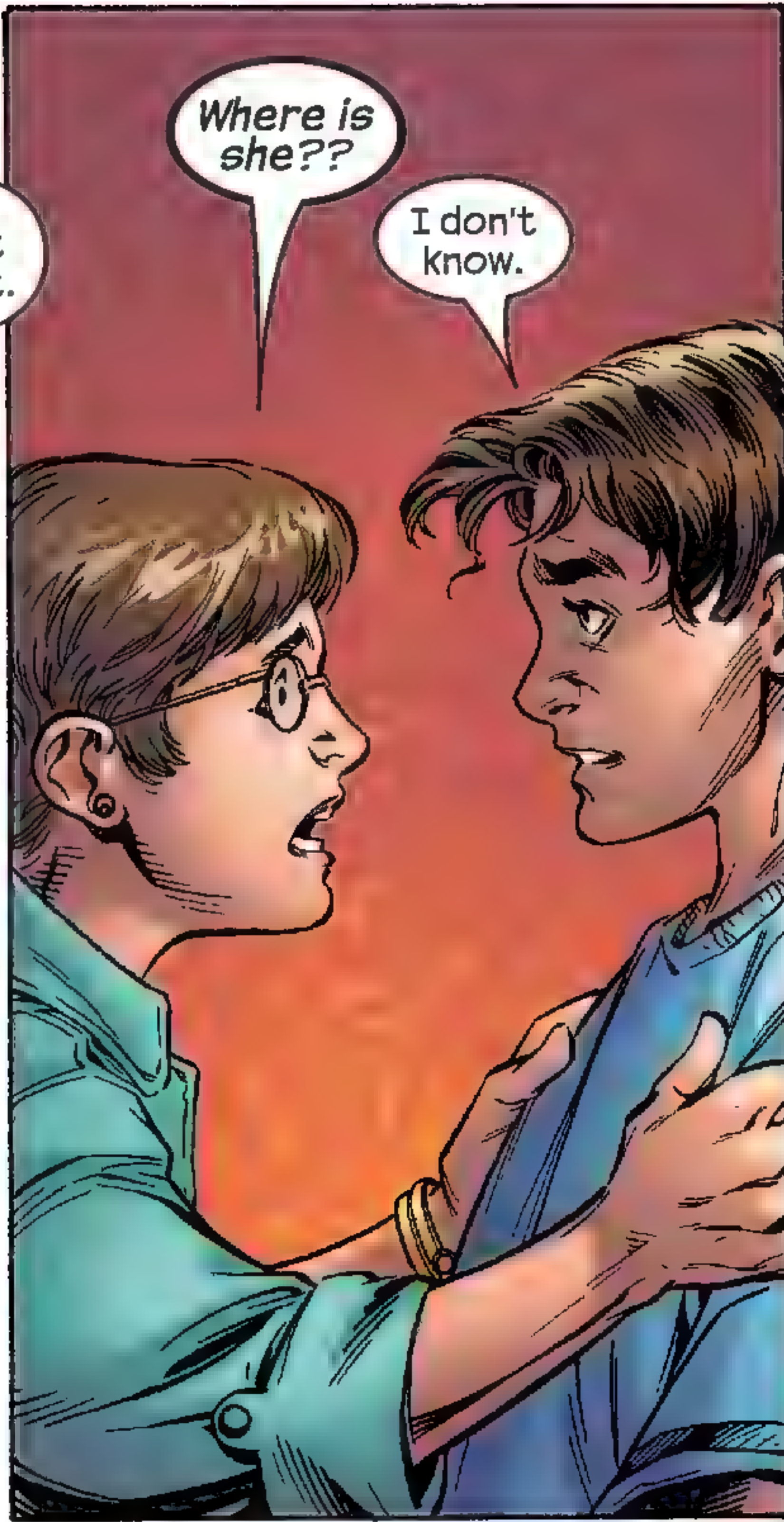
Mrs. Watson.

Peter, where is she?

I don't know.

She ran away again.

I- you don't know that.



Where is she??

I don't know.



She's all I have.

I'll find her.

She's all I have!!!



I called the police. They said I have to wait twenty-four hours.

Twenty-four hours!!!

She just came in *here* and then...

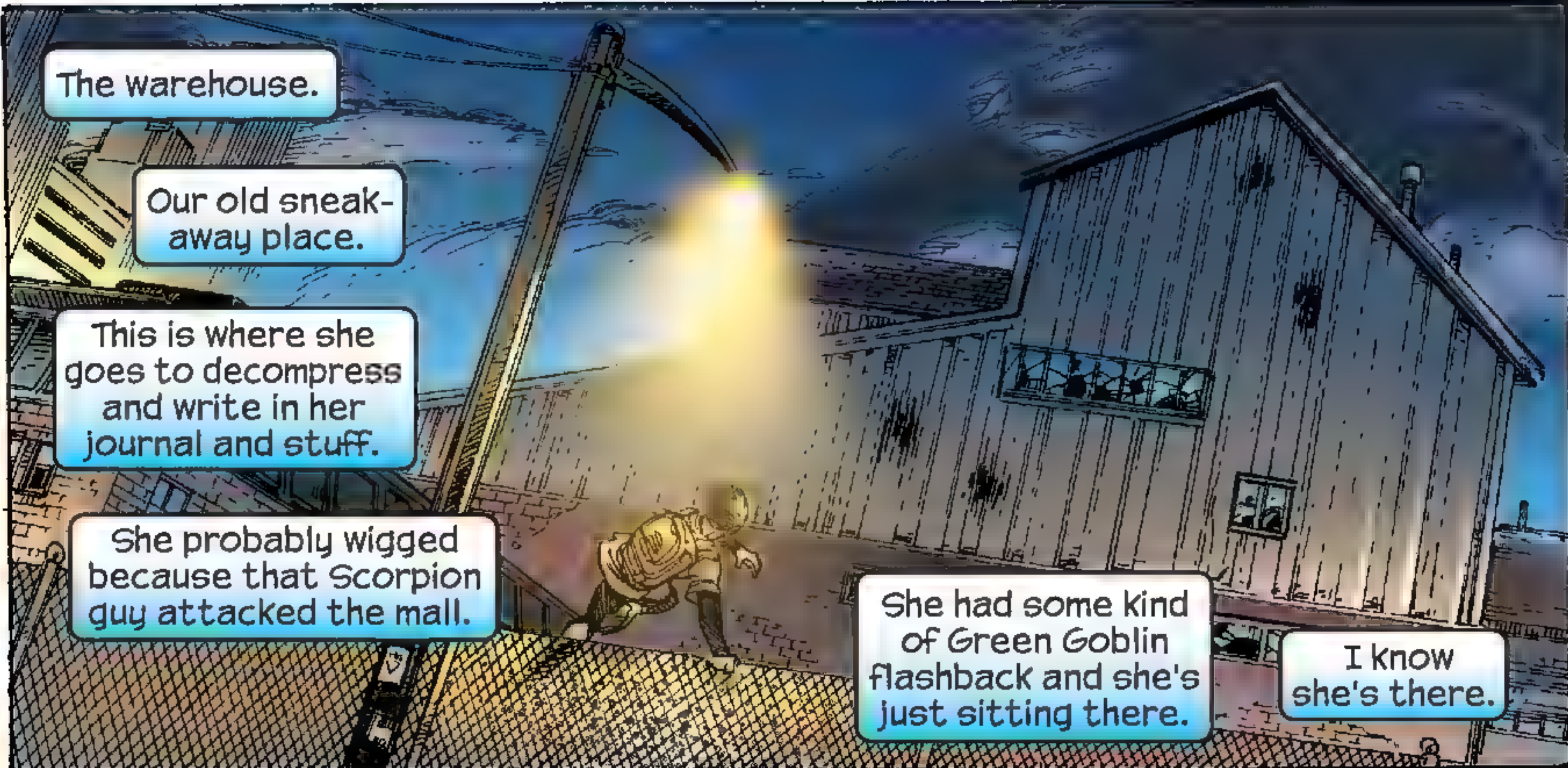


I called her for dinner. She wasn't here.

Peter, that time last year when she ran away... where did she go?



I'll be right back!!



The warehouse.

Our old sneak-away place.

This is where she goes to decompress and write in her journal and stuff.

She probably wigged because that Scorpion guy attacked the mall.

She had some kind of Green Goblin flashback and she's just sitting there.

I know she's there.

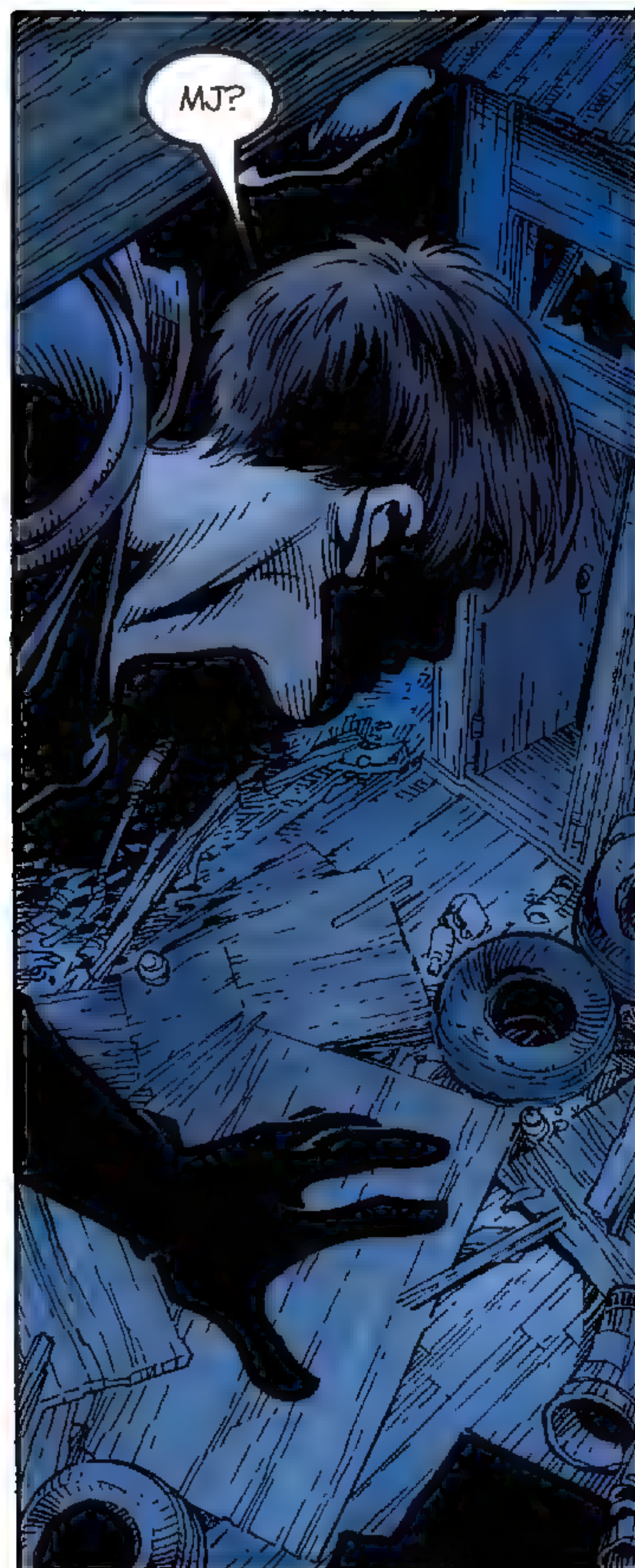


Just *be* here.

Please be there.



Mary?



MJ?



Oh, no...

MJ?



Sorry, tiger...



Well, *this* is awkward.



Who are you?



Um...
Who do I look like?



I don't care.
Where is MJ?



Mary Jane Watson.

I'm not *her*, if *that's* what you think.

That would be *so* creepy.

As opposed to this thing here which isn't creepy at all.



Where is she?!!!

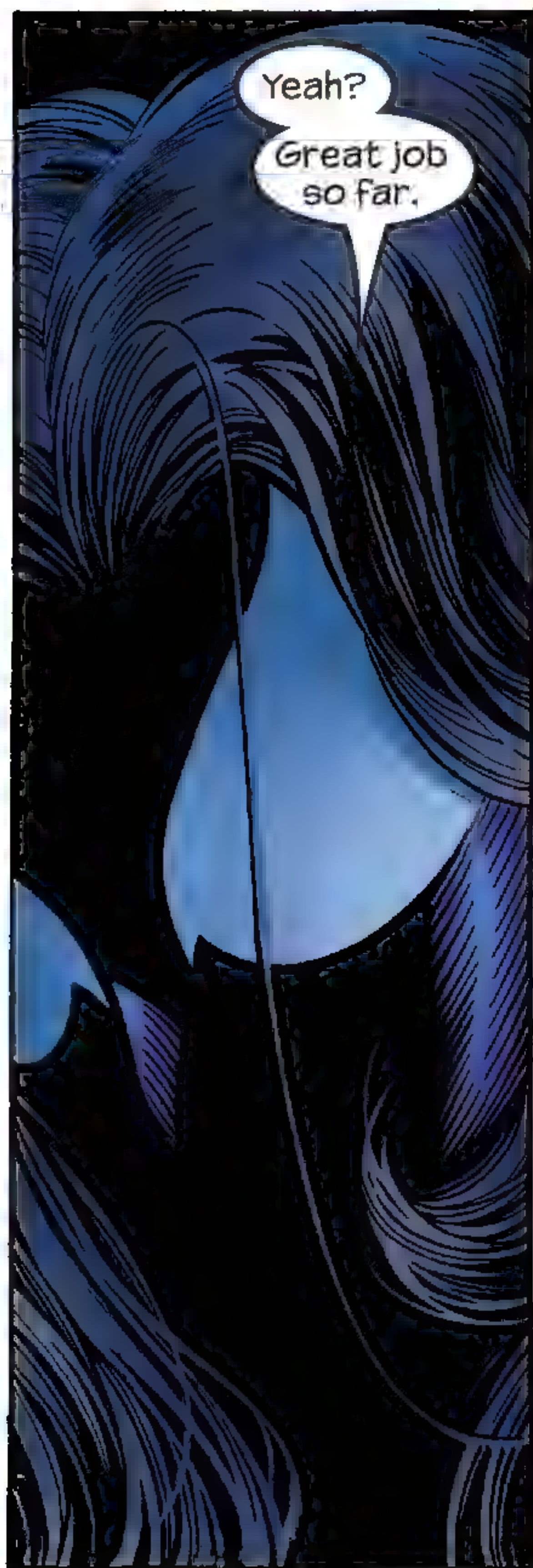
I wouldn't know!

I don't get to be part of that part.

I want to know what is going on here!!
What is going on here??!!

Give me MJ! I mean it!!

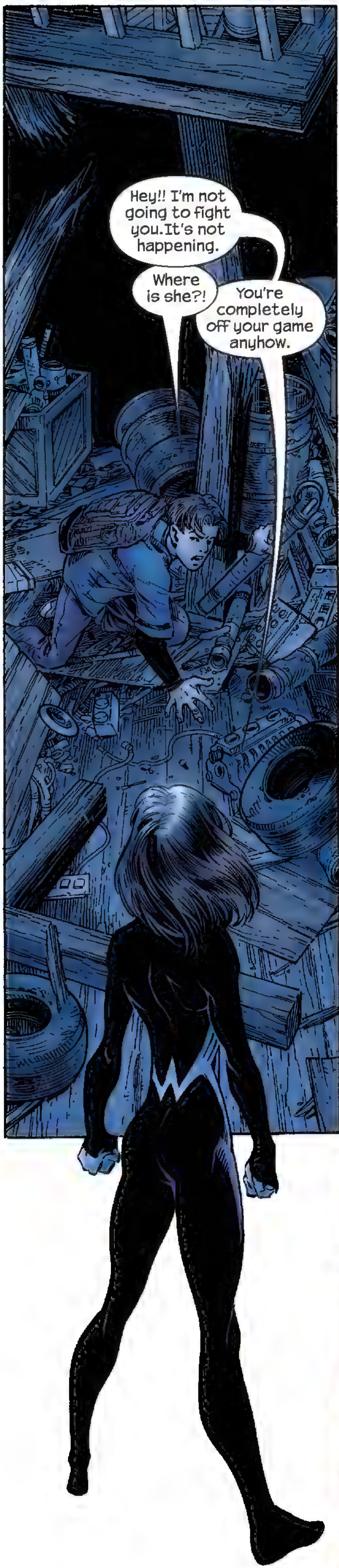
There is nothing I won't do to protect her.



Yeah?
Great job so far.



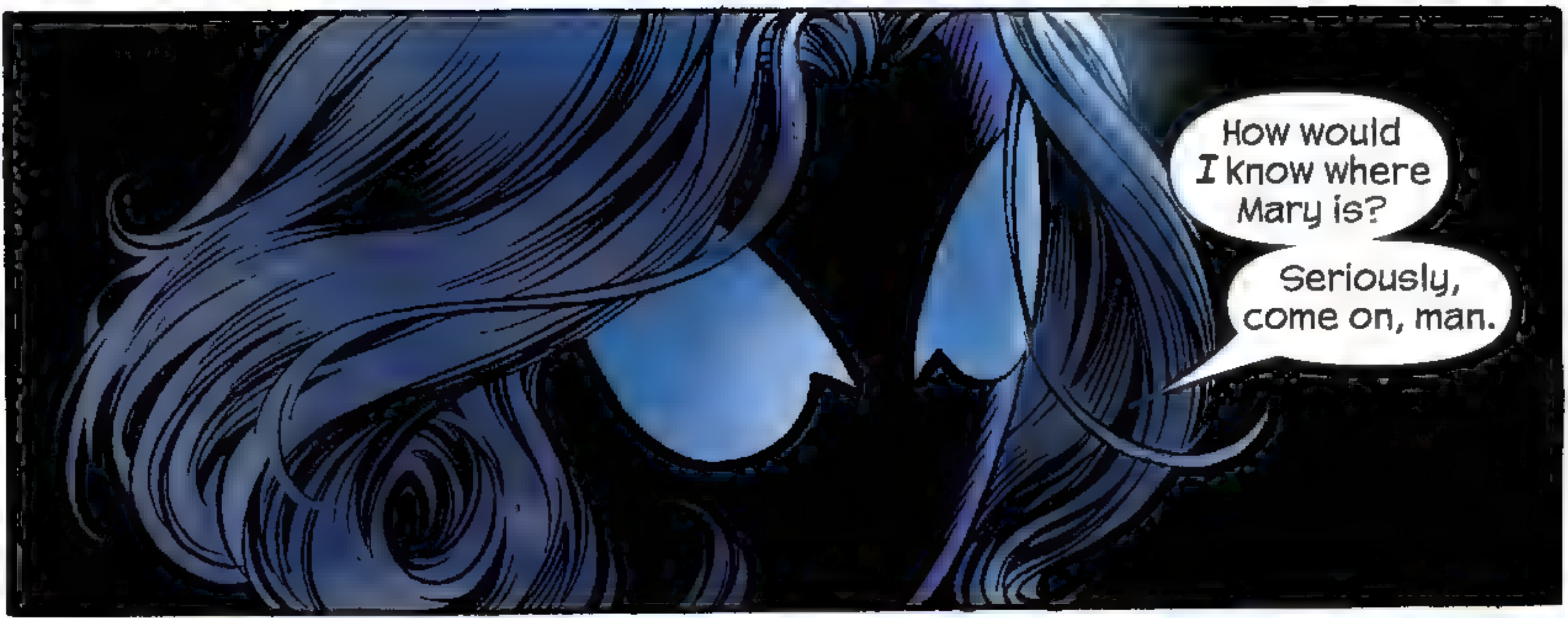




Hey!! I'm not going to fight you. It's not happening.

Where is she?!

You're completely off your game anyhow.



How would I know where Mary is?
Seriously, come on, man.



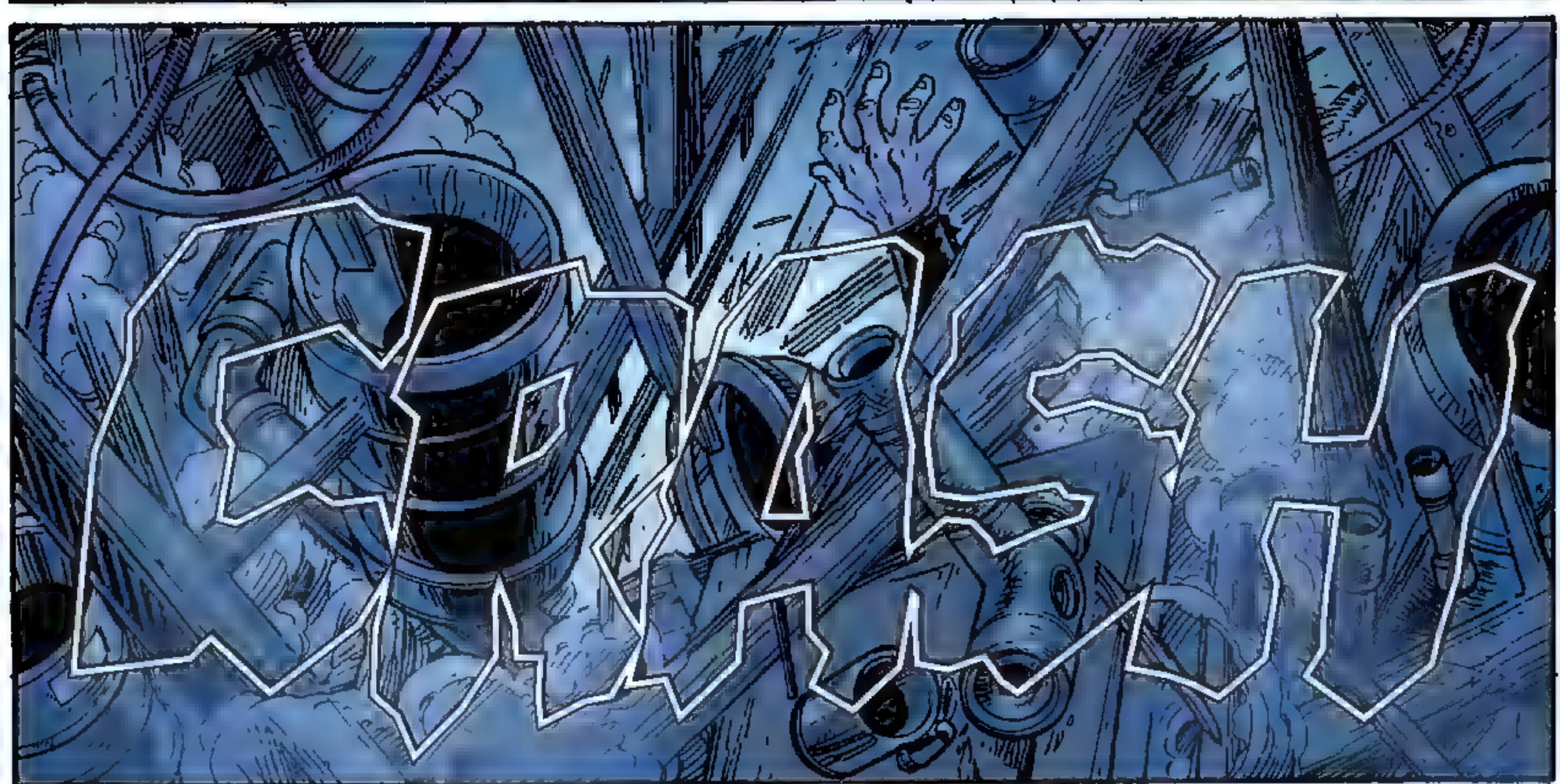
You'd think you would just deal with the implications of what is going on right in front of- come on!!

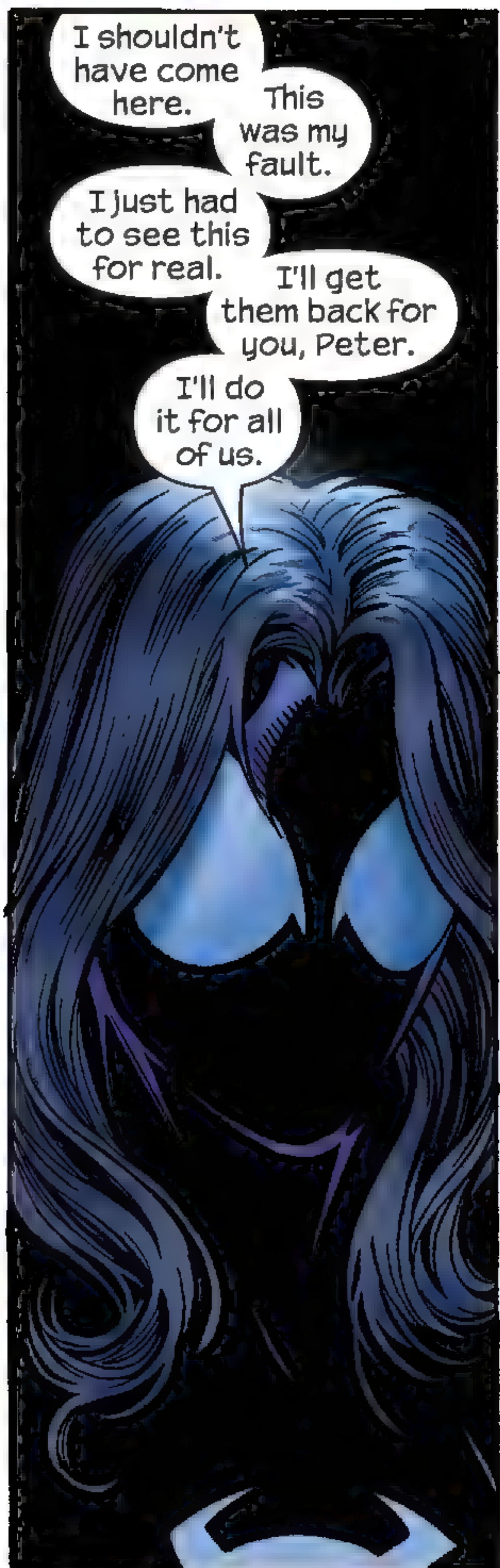
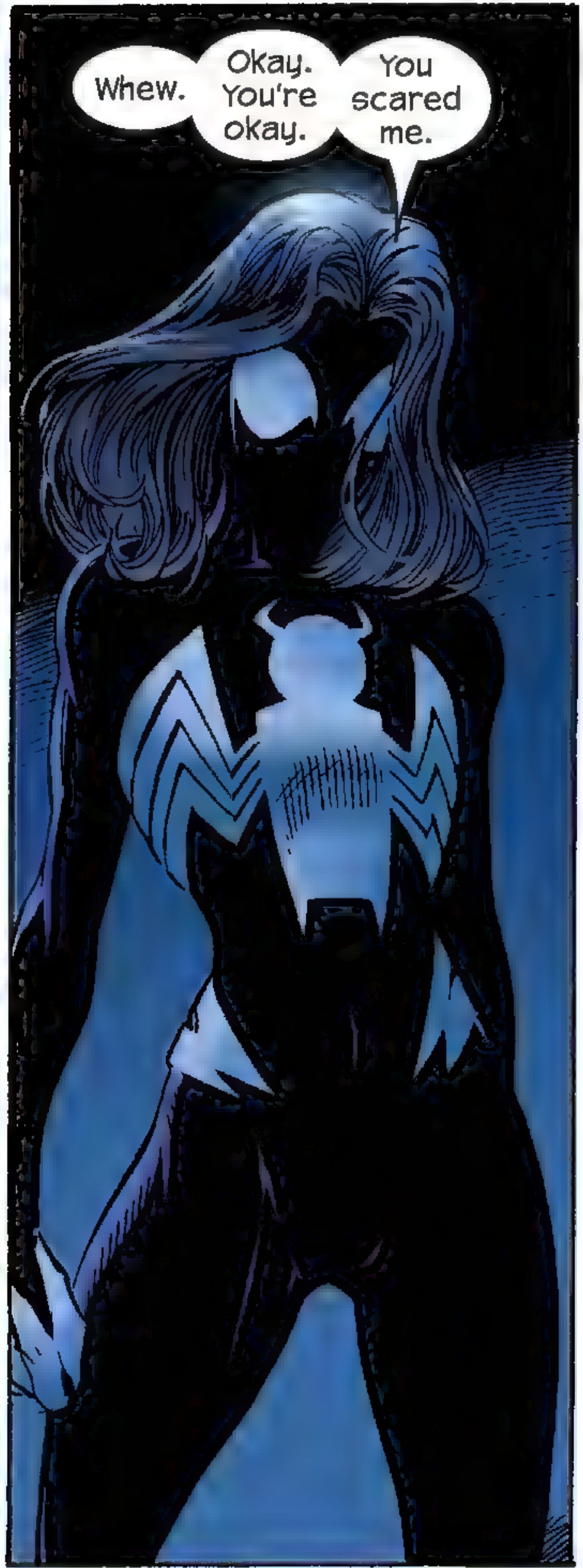
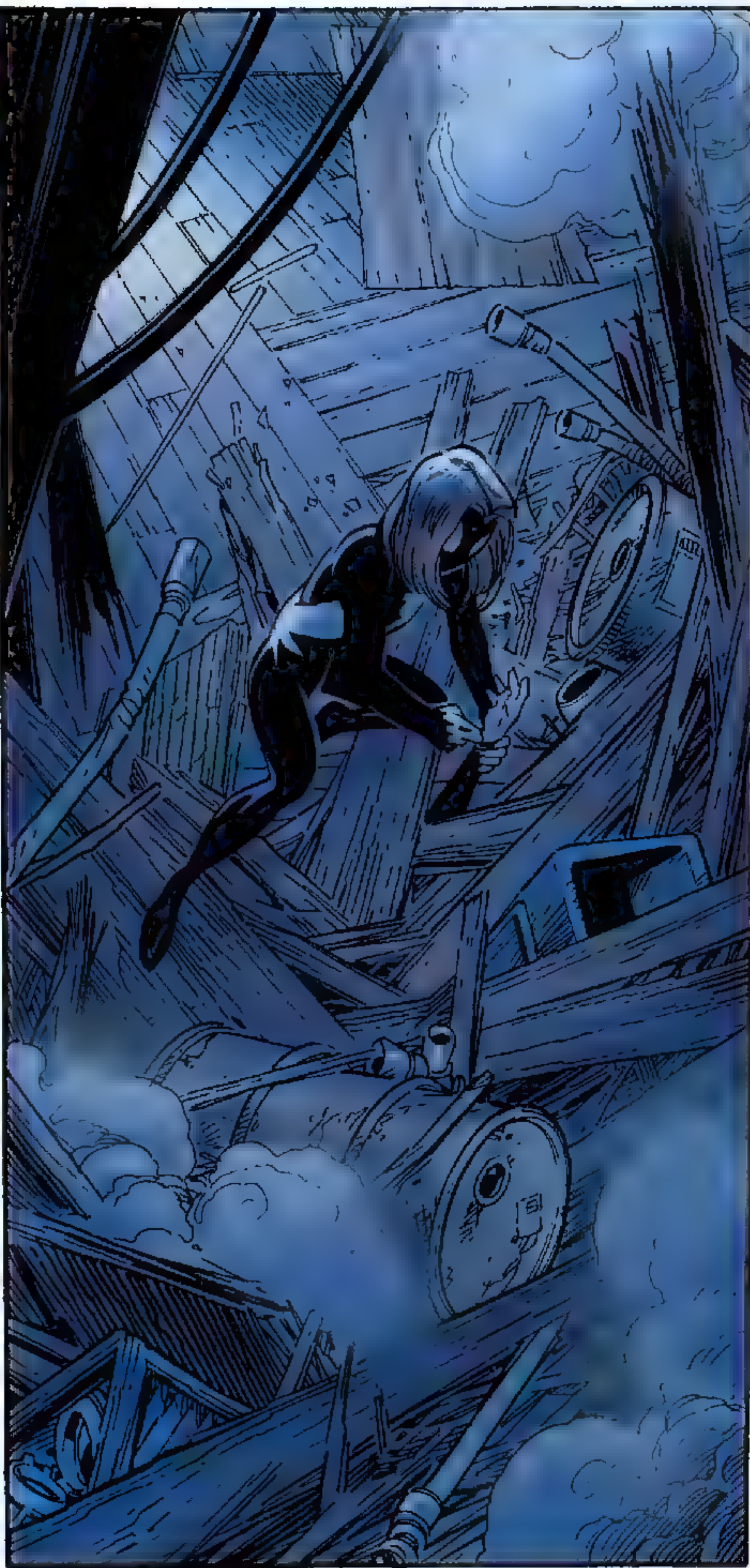


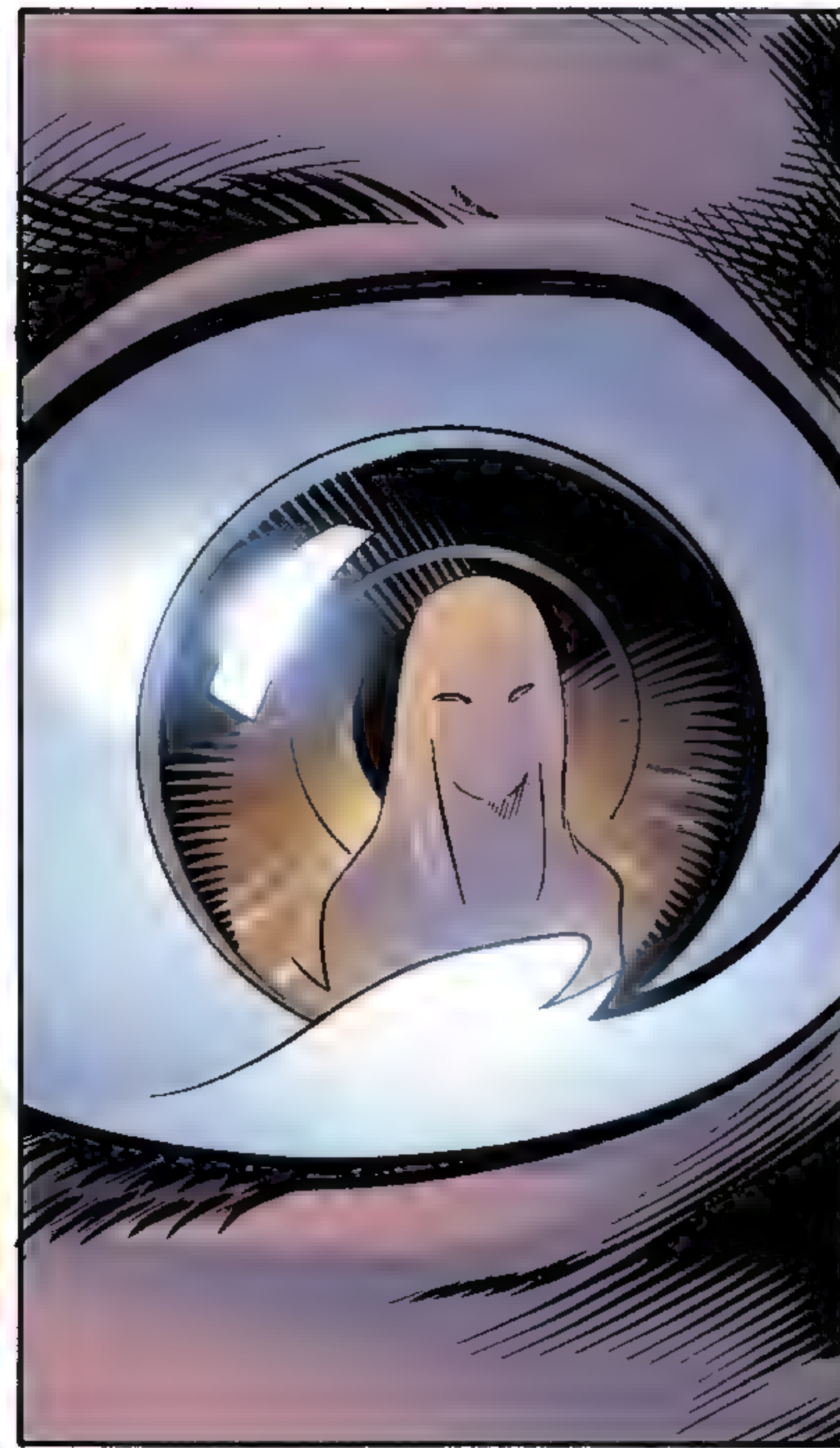
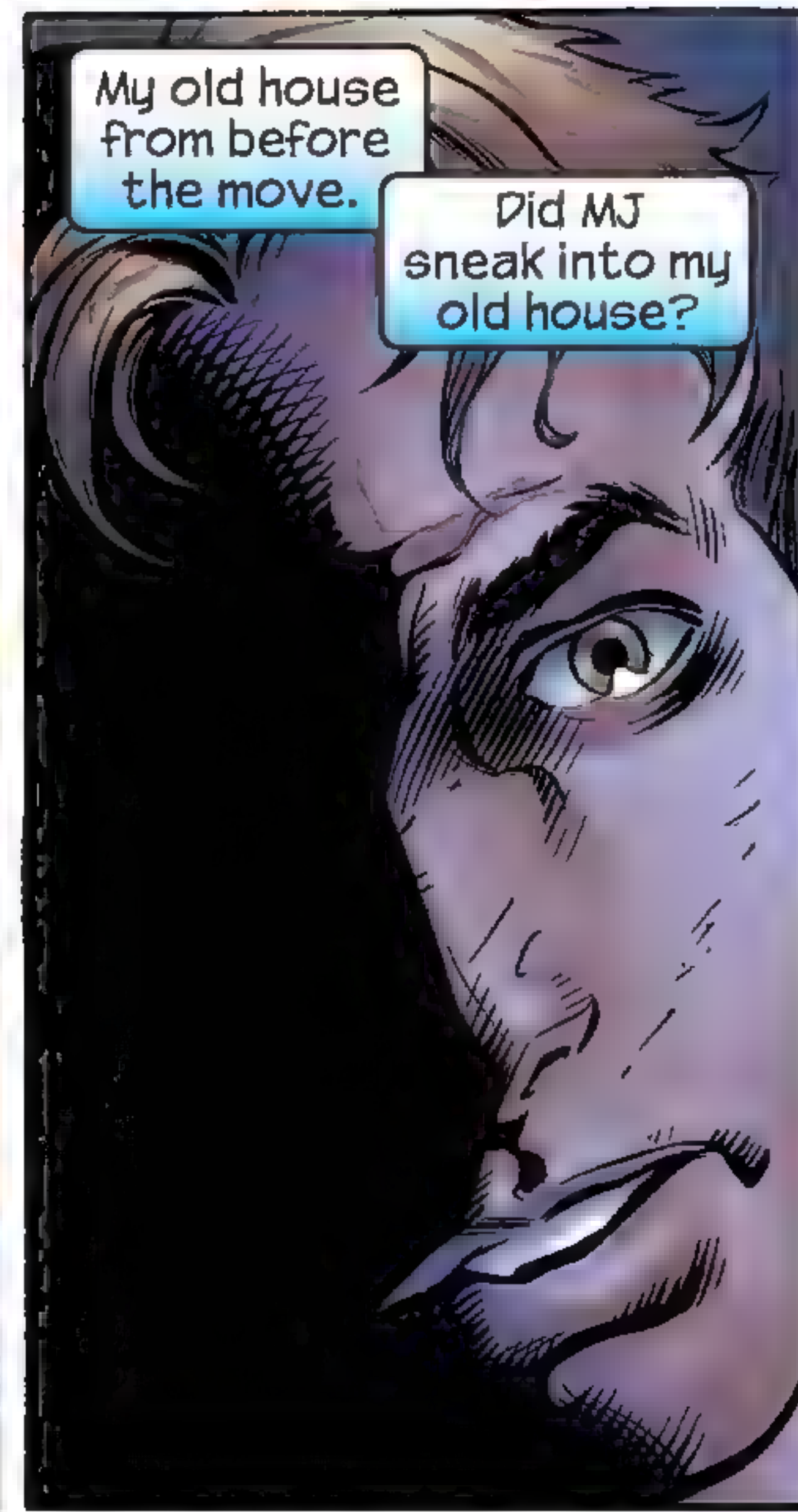
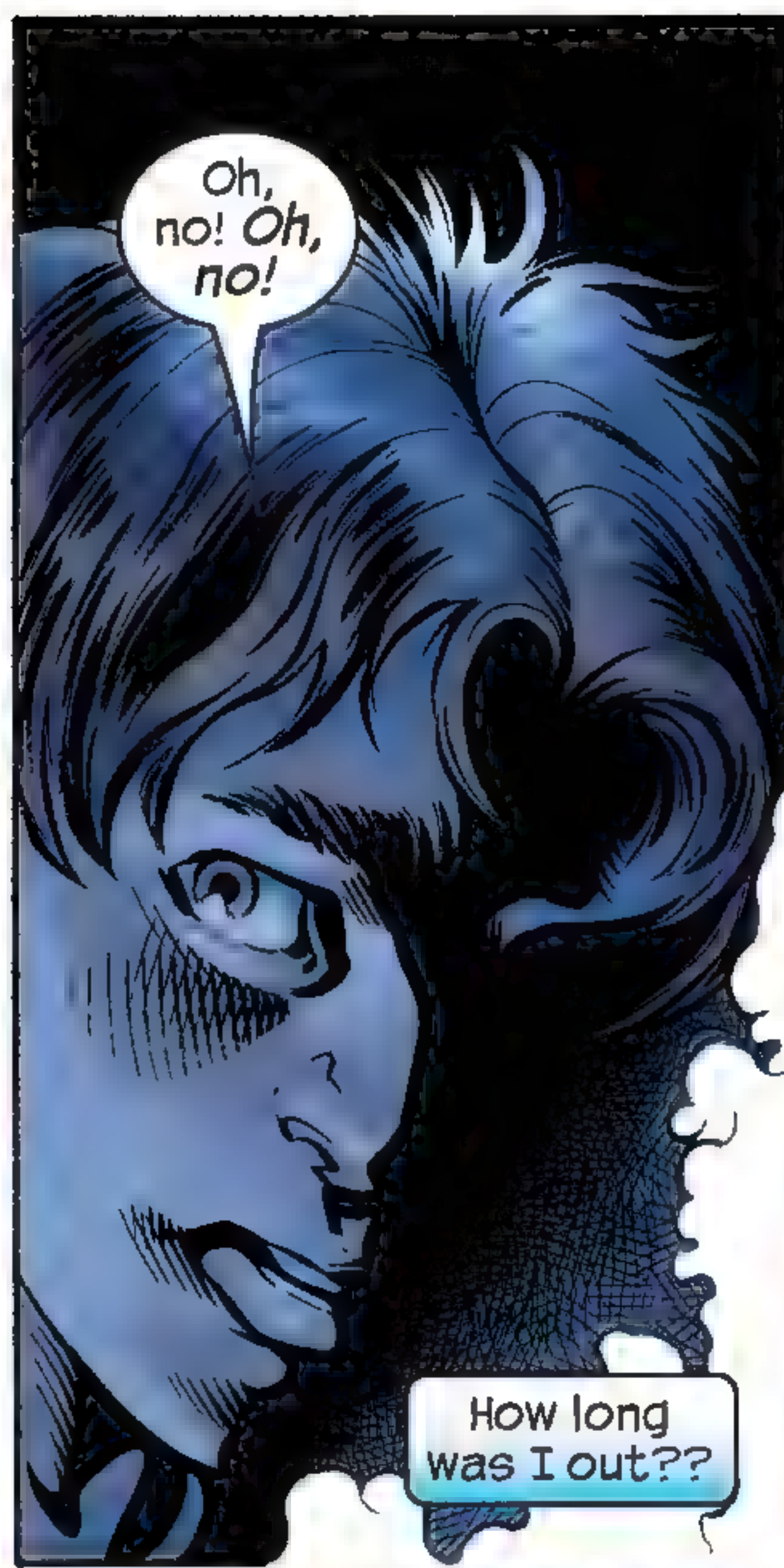
Fine!



Agh!



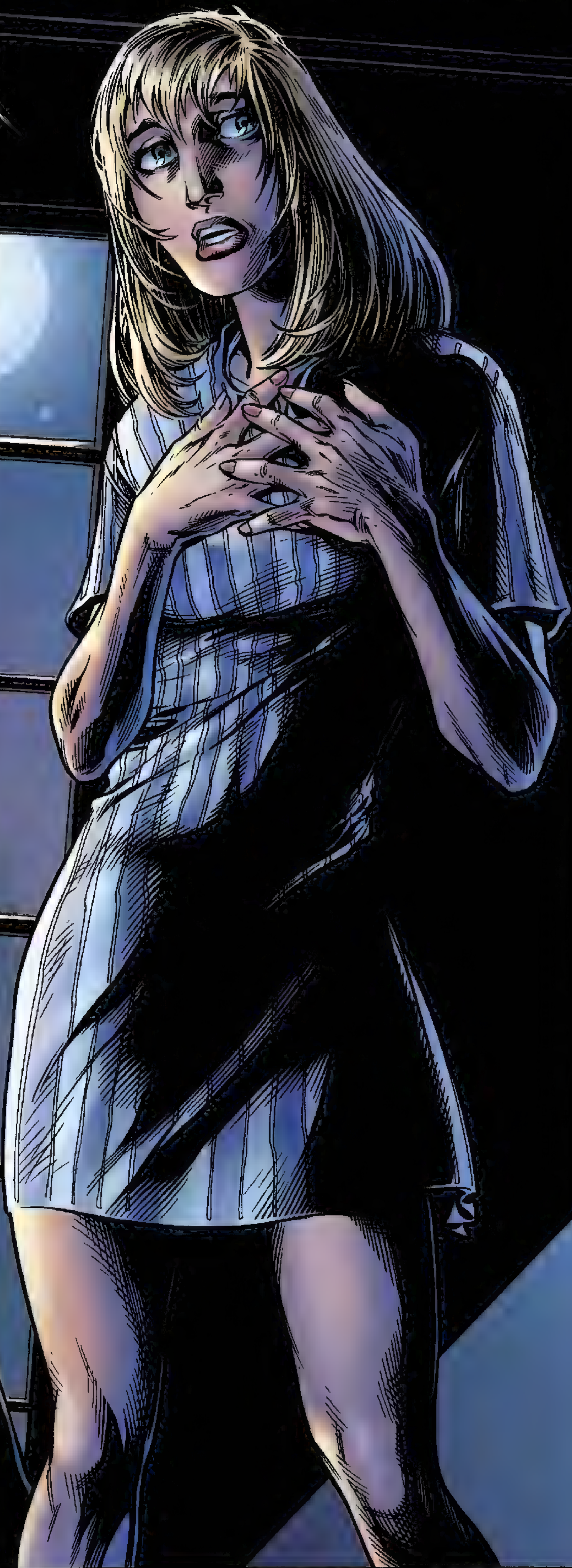


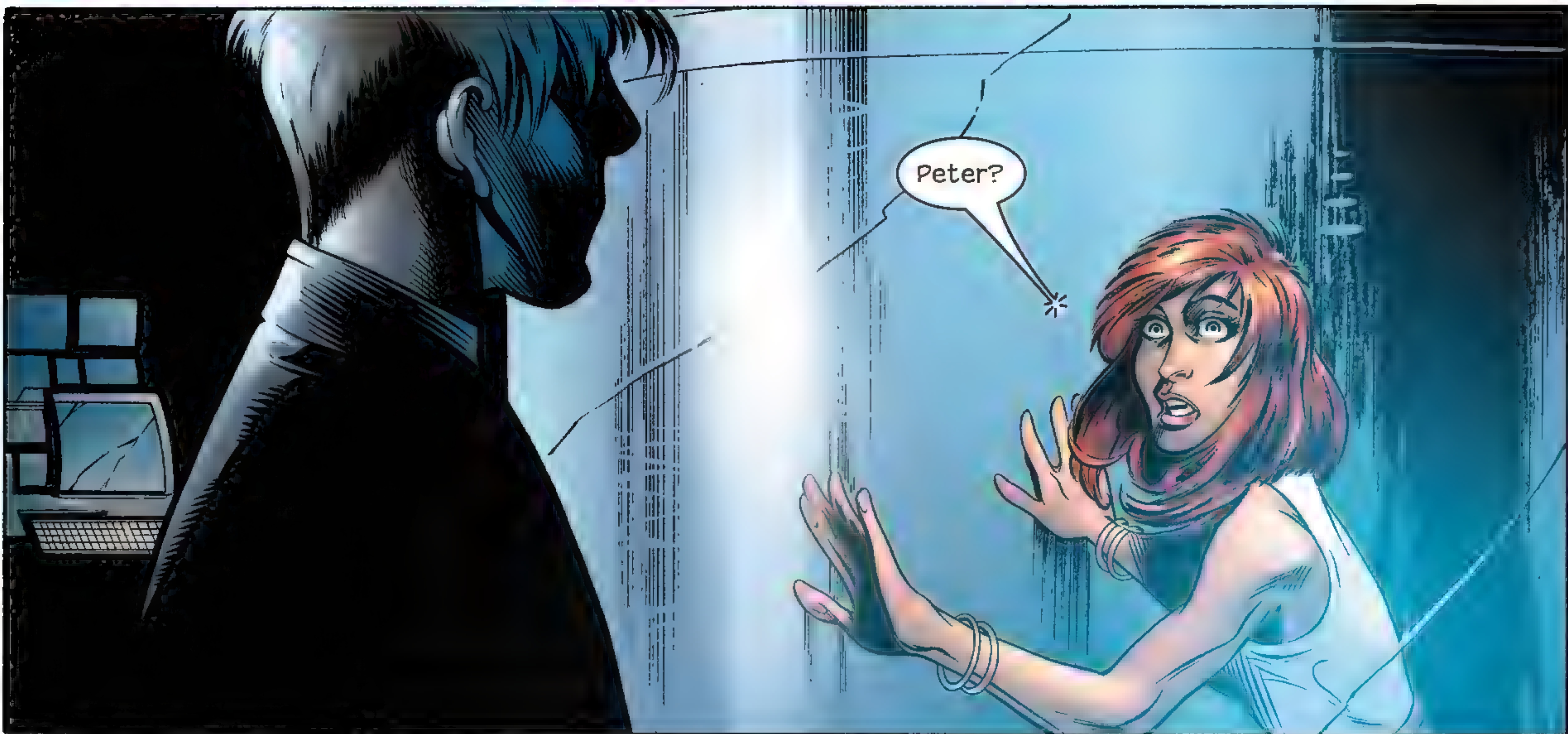
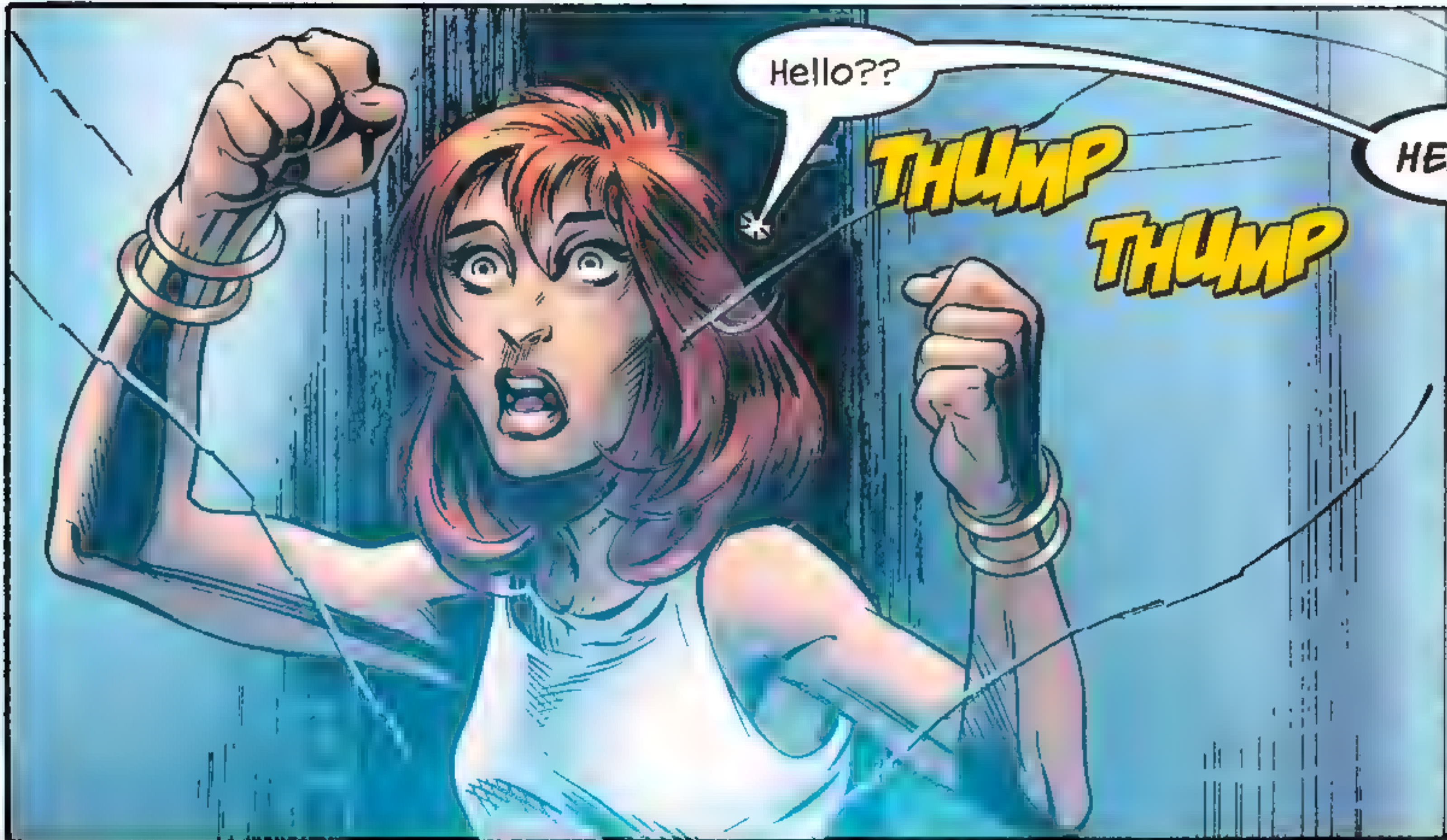
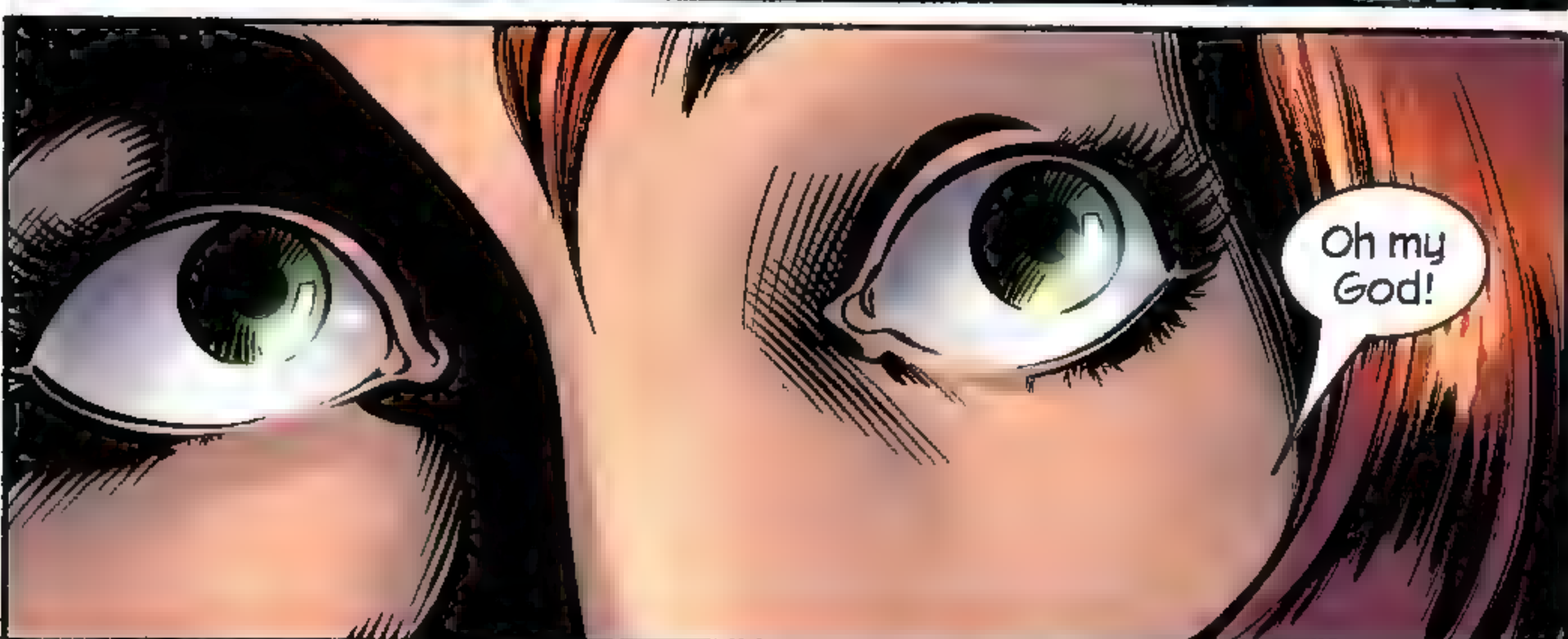
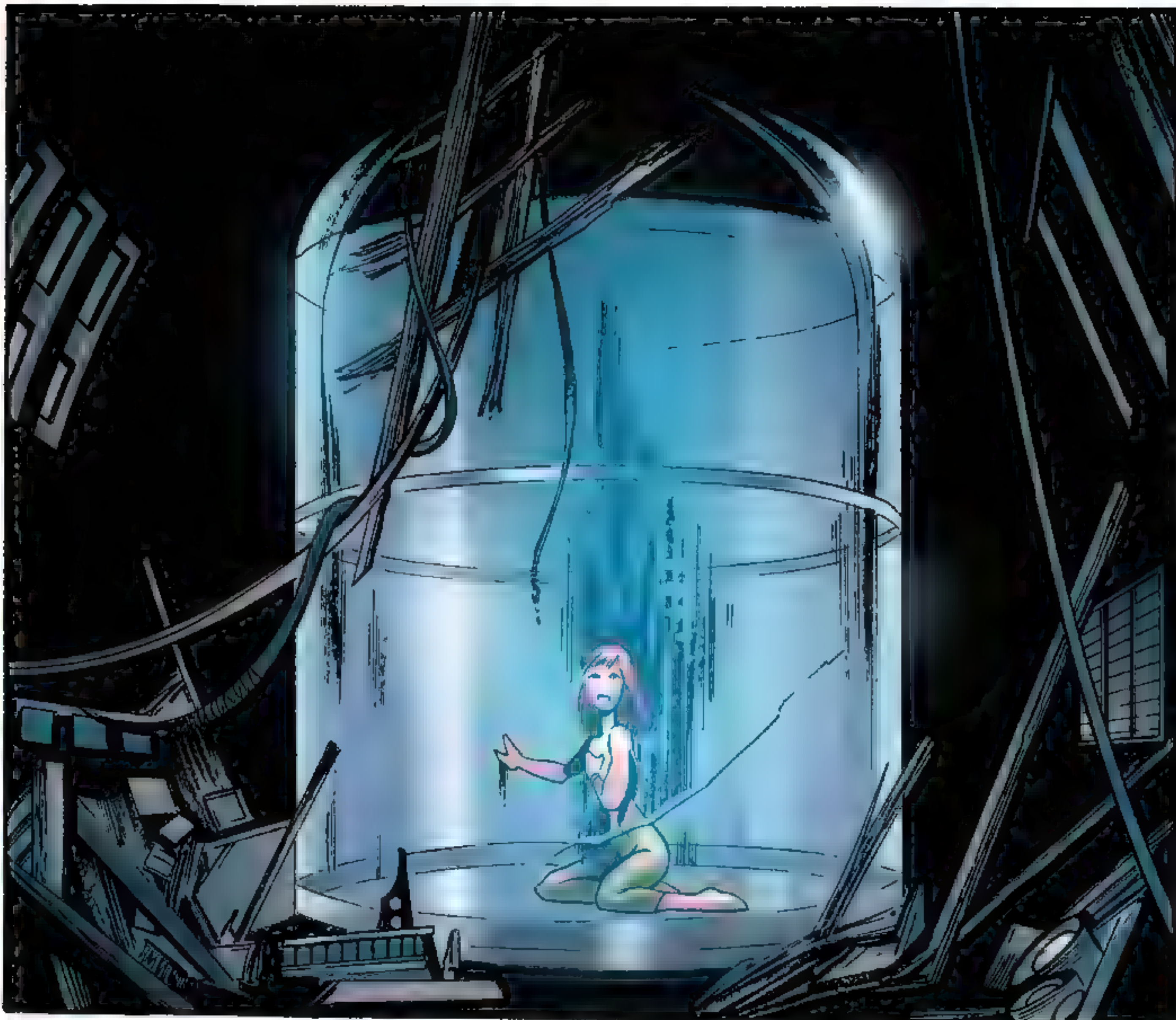


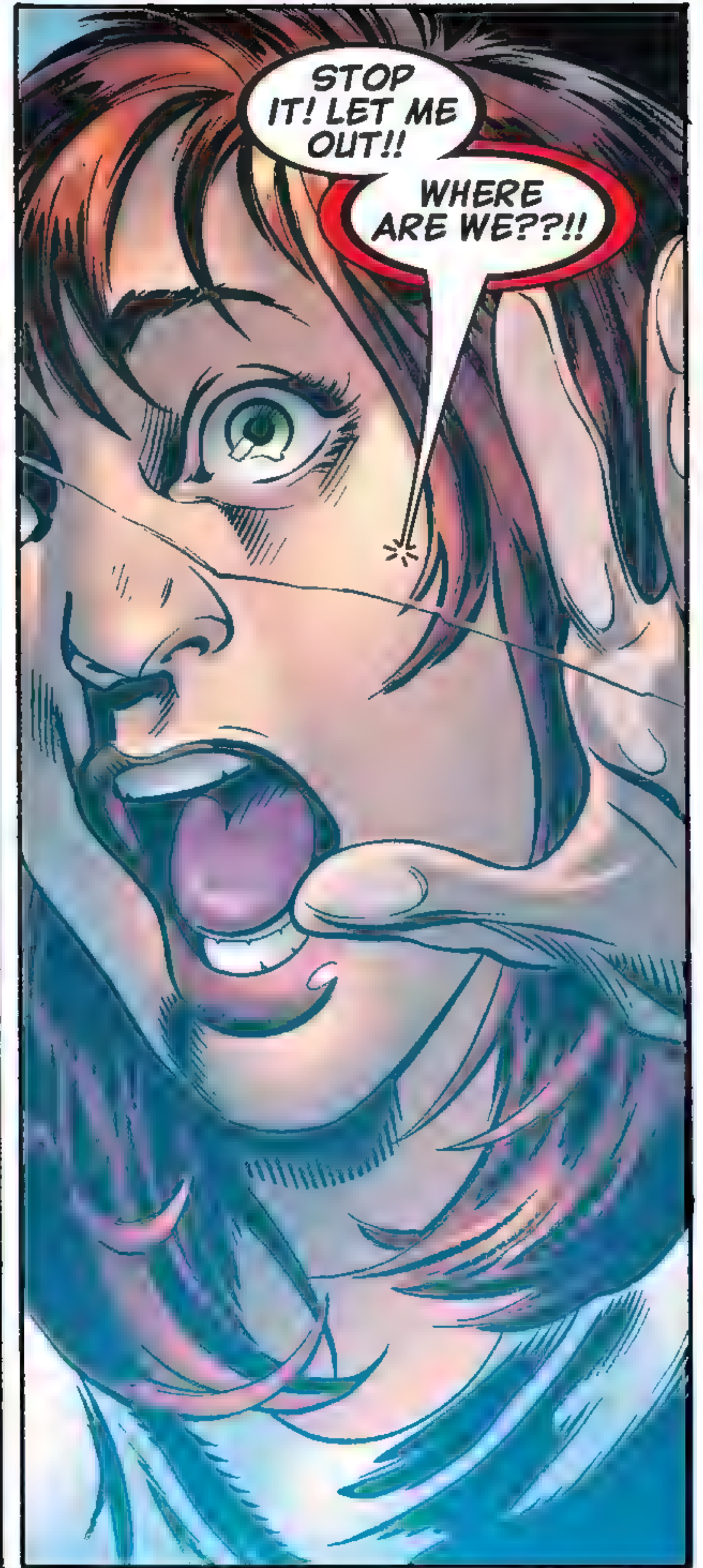
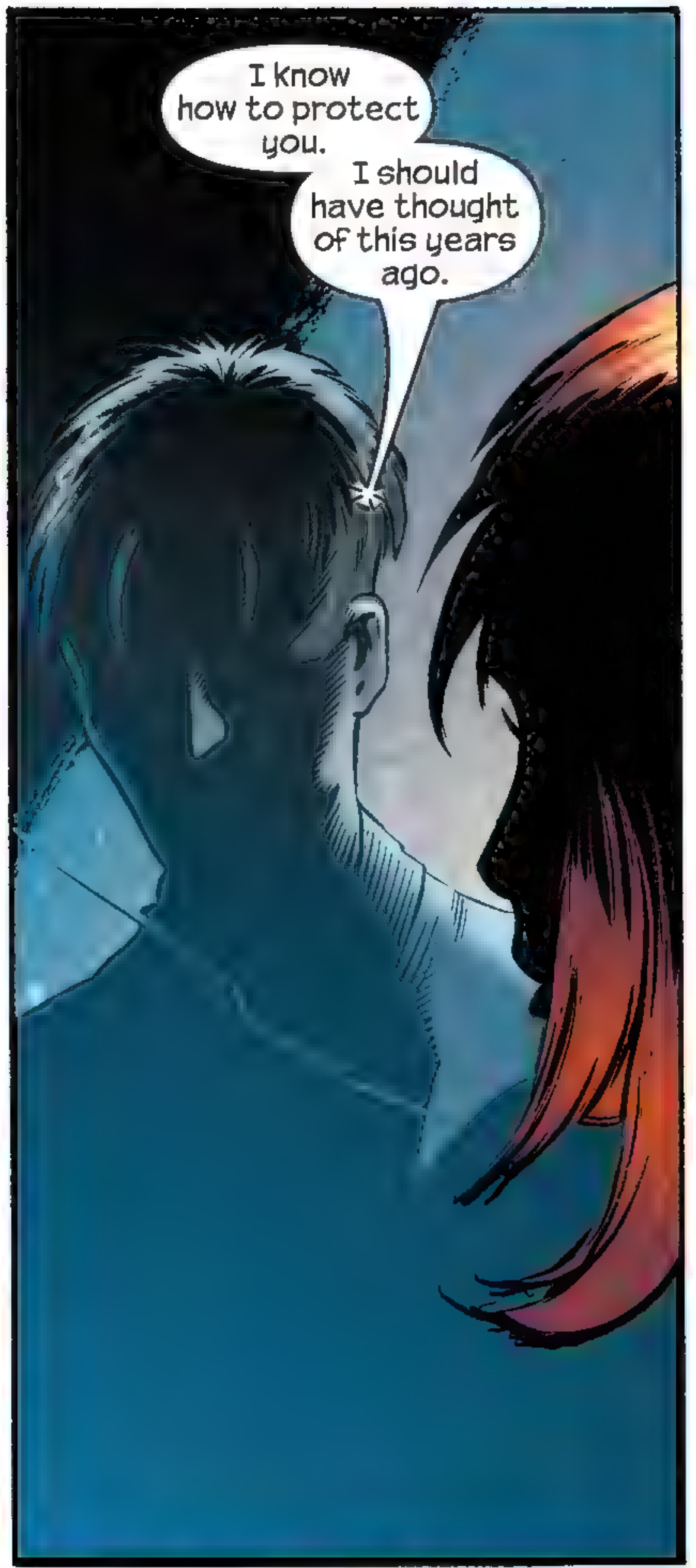
You
moved?

When
did you
move?

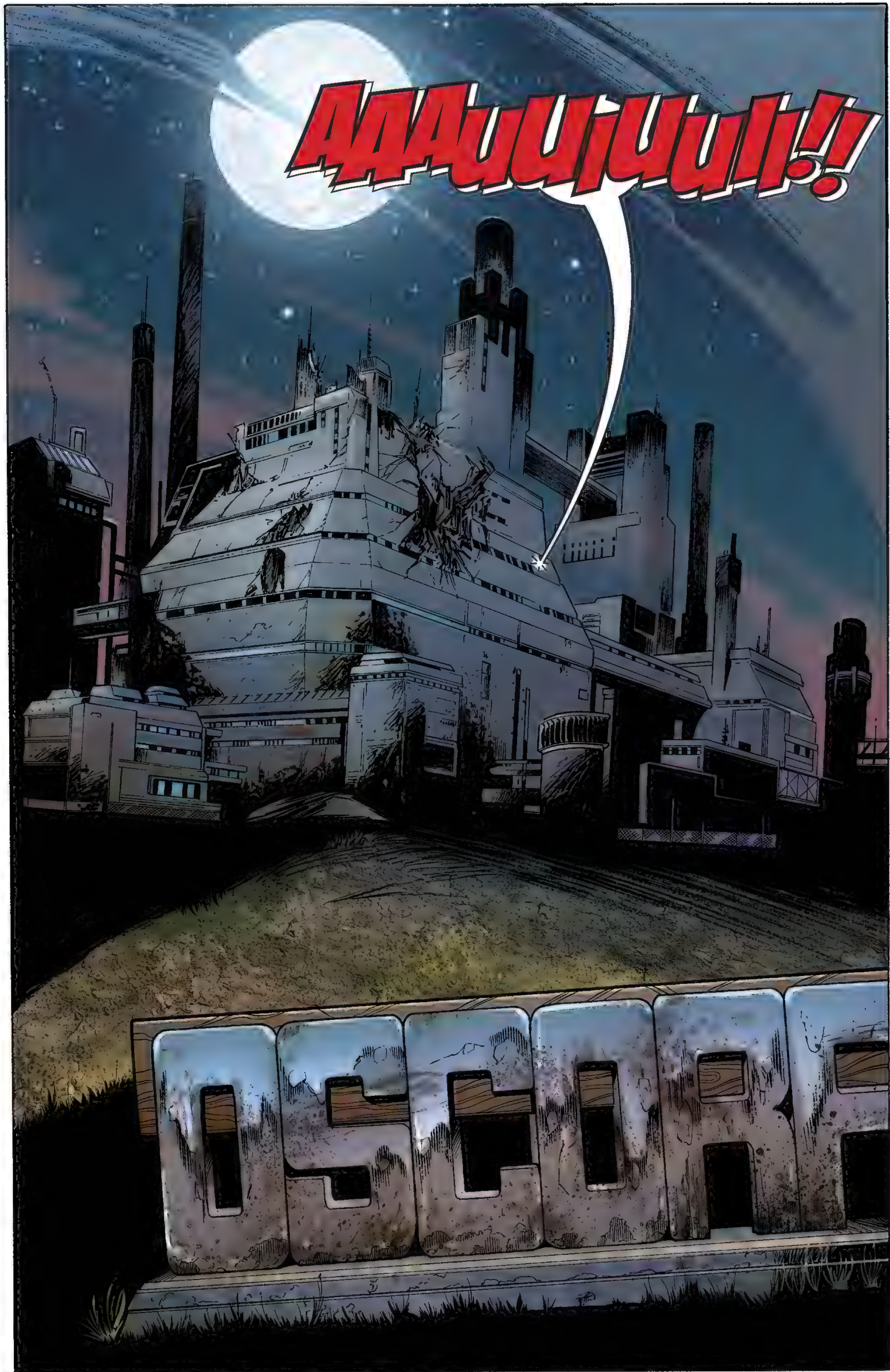
Gwen?



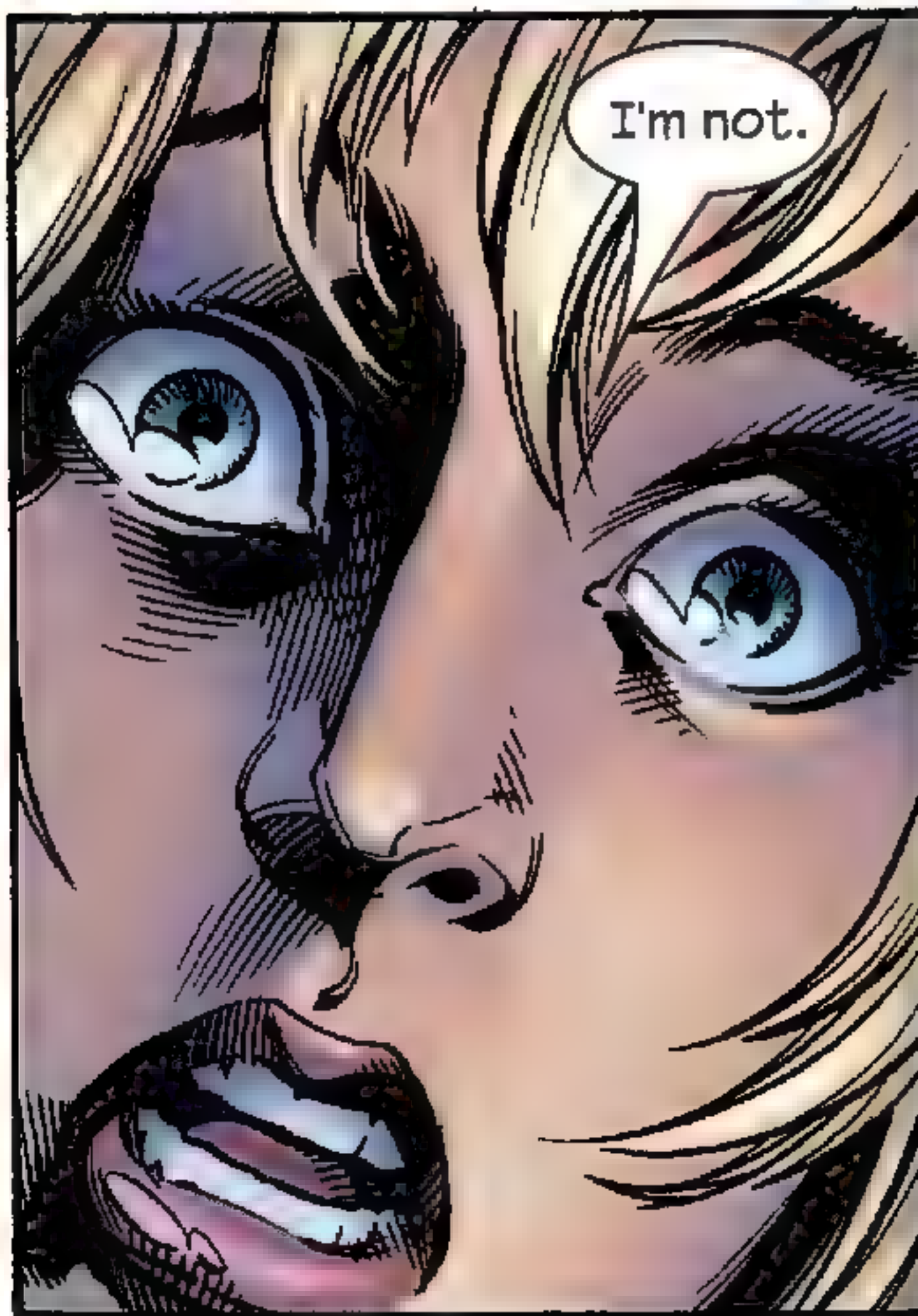
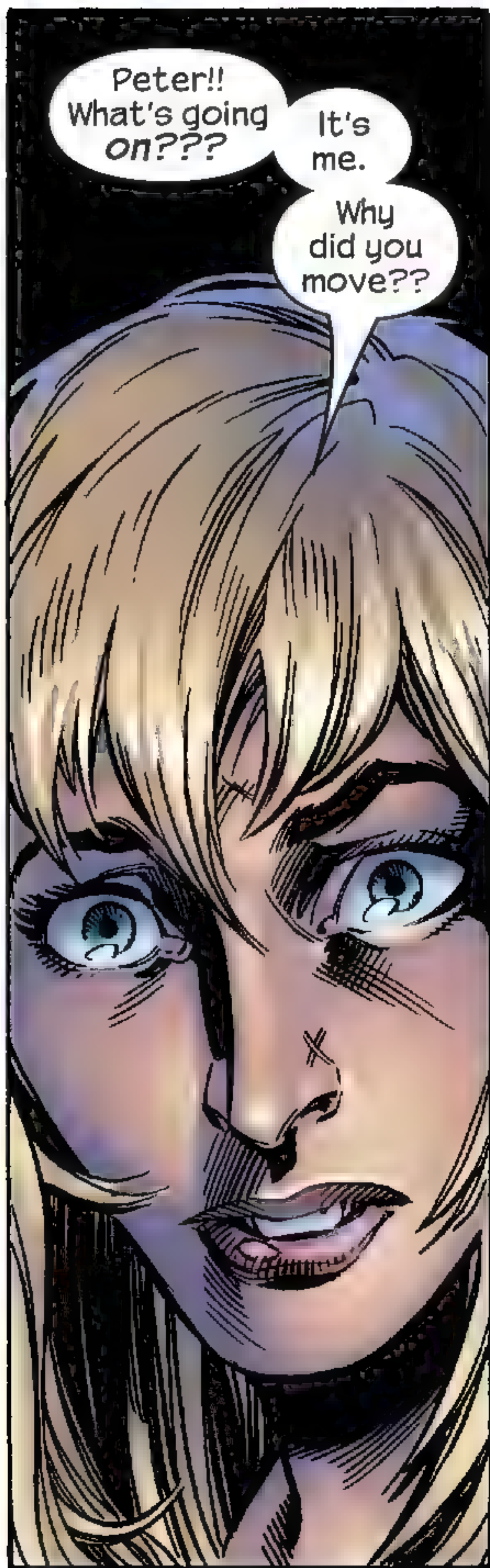
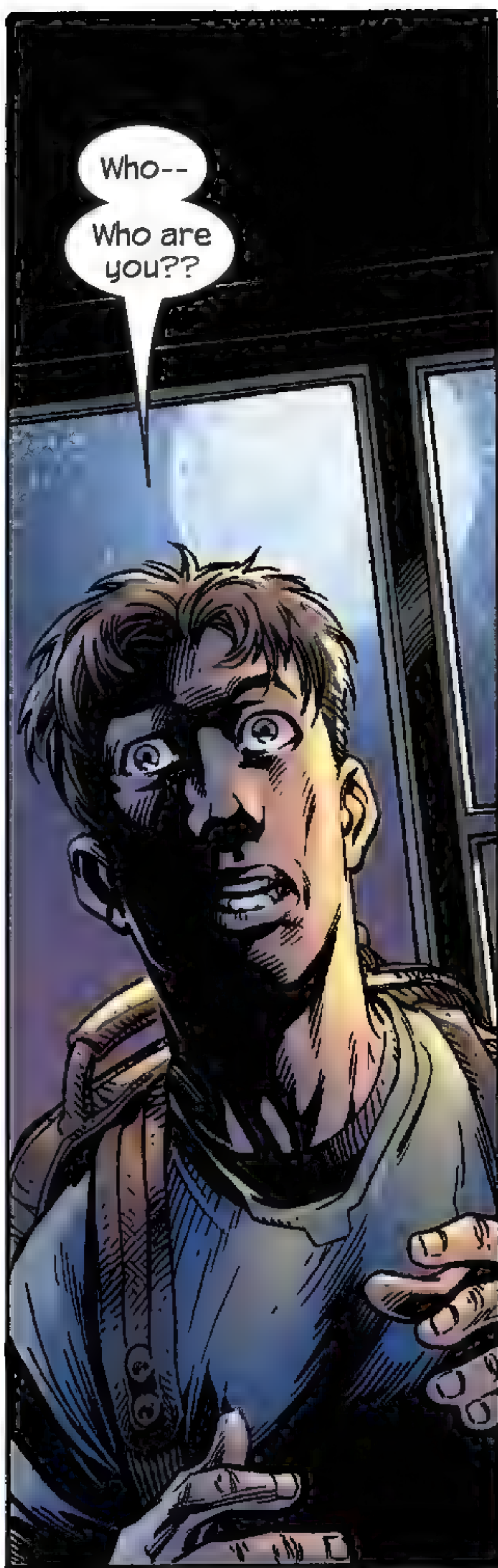




AAAAUUUU!!!









I'm losing my mind.

I'm- I'm losing my mind.

None of this is *real*. None- none- no.

None of it--

I'm *seeing* things.

I'm- I'm--



Peter- Peter.

Agh!

Peter!



Gwen?

Can you see me?

I don't--

Can you feel me?

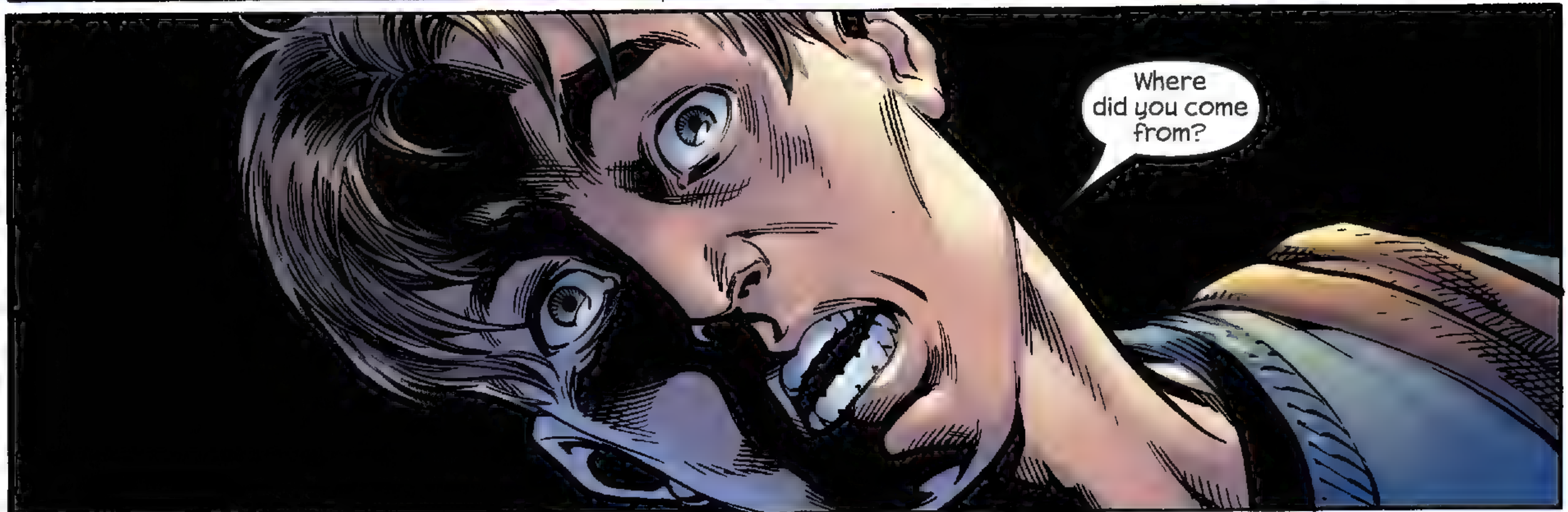
Y- yes.

I'm right here.



Gwen, you *died*.

I didn't.

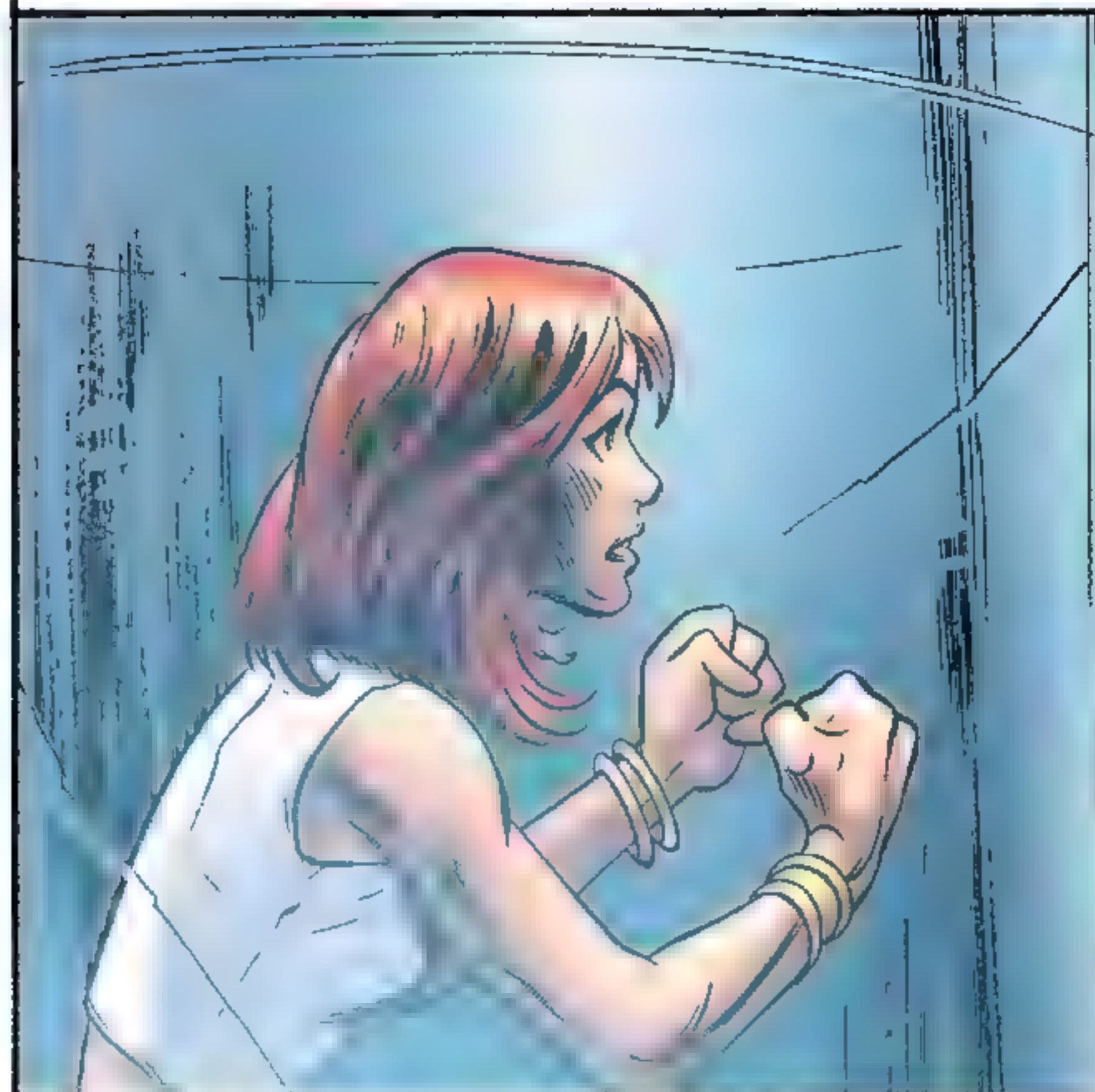


Where did you come from?



This is where it happened.

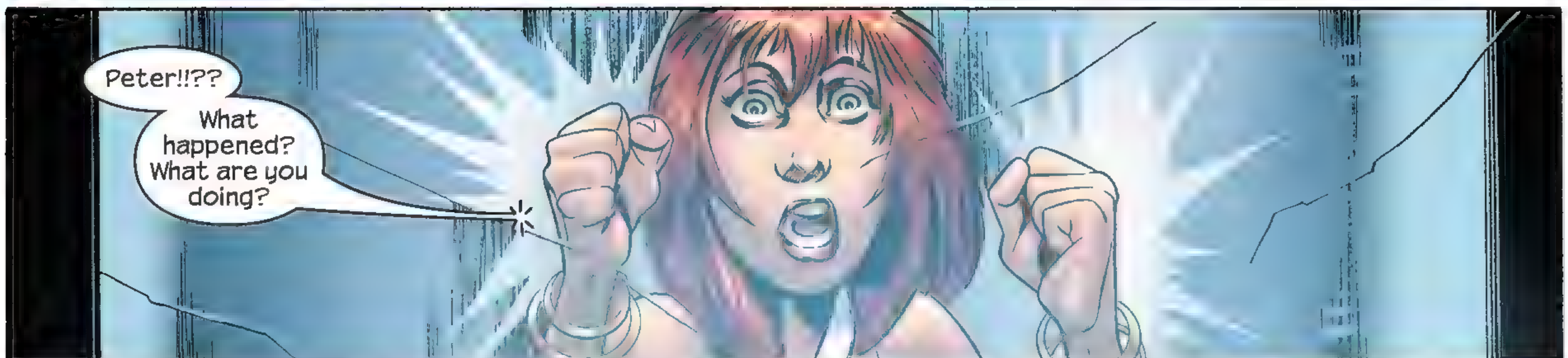
You remember, right? This is where *Spider-Man* was born.



OF course you remember!

(Remember...)

What am I talking about, right?



Peter!!??

What happened?
What are you doing?



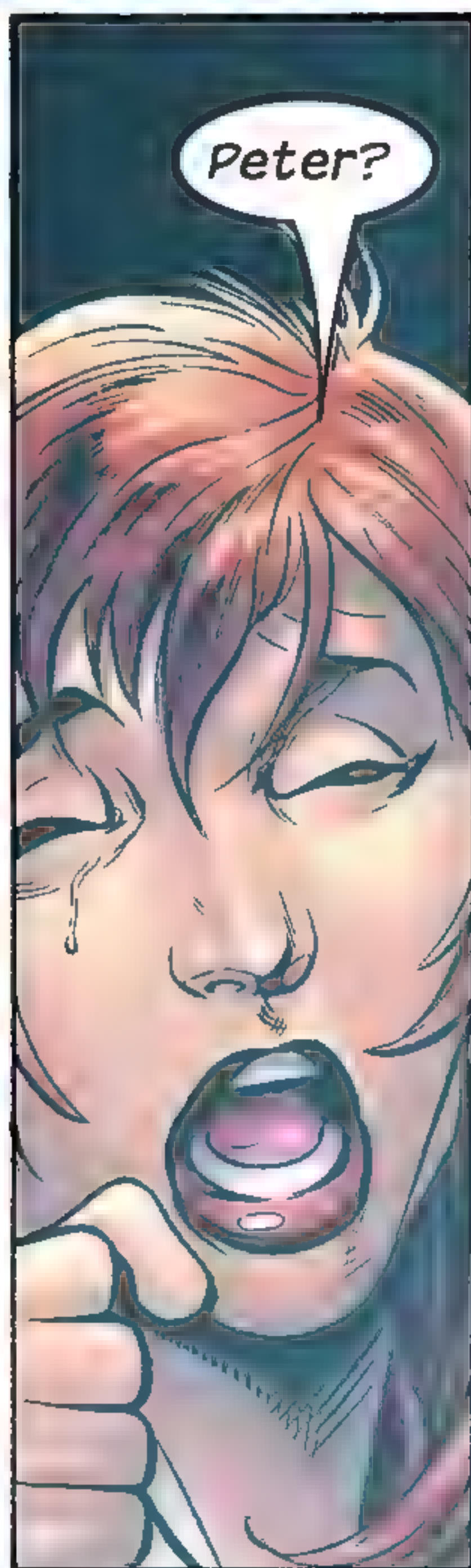
Thing is, MJ, *really*, I'm *smarter* than I've been acting.

I'm smarter than I let on.

And I realized, once I started *thinking* smart, that you can't *possibly* be expected to survive all the craziness we're going to go through if I'm Spider-Man.

(When I'm Spider-Man.)

Look at all the craziness that's gone on *already*, and I've only been Spider-Man for our sophomore year.



Peter?



So, instead of *breaking up* with you or worrying about you every single second of every single day, I thought- hey! What I need to do is make us *equals*.

Make us *peers*.

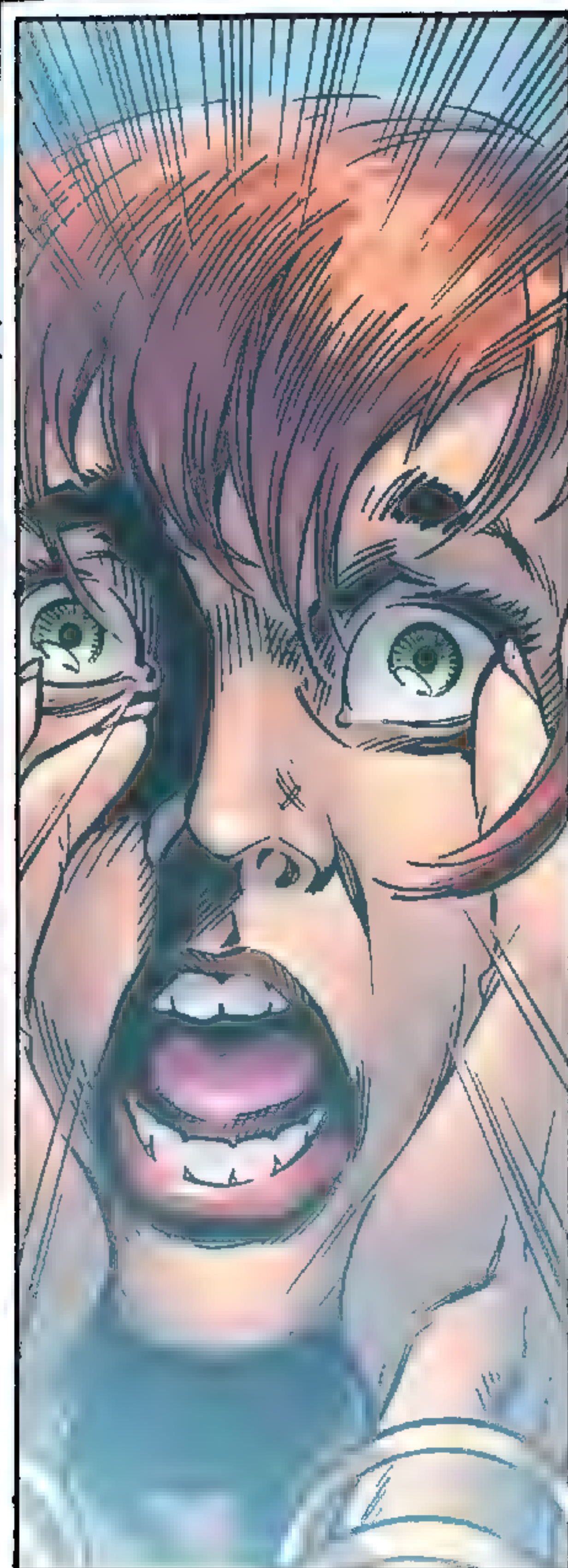
Make sure *you* can defend yourself.



Make *you* like me.



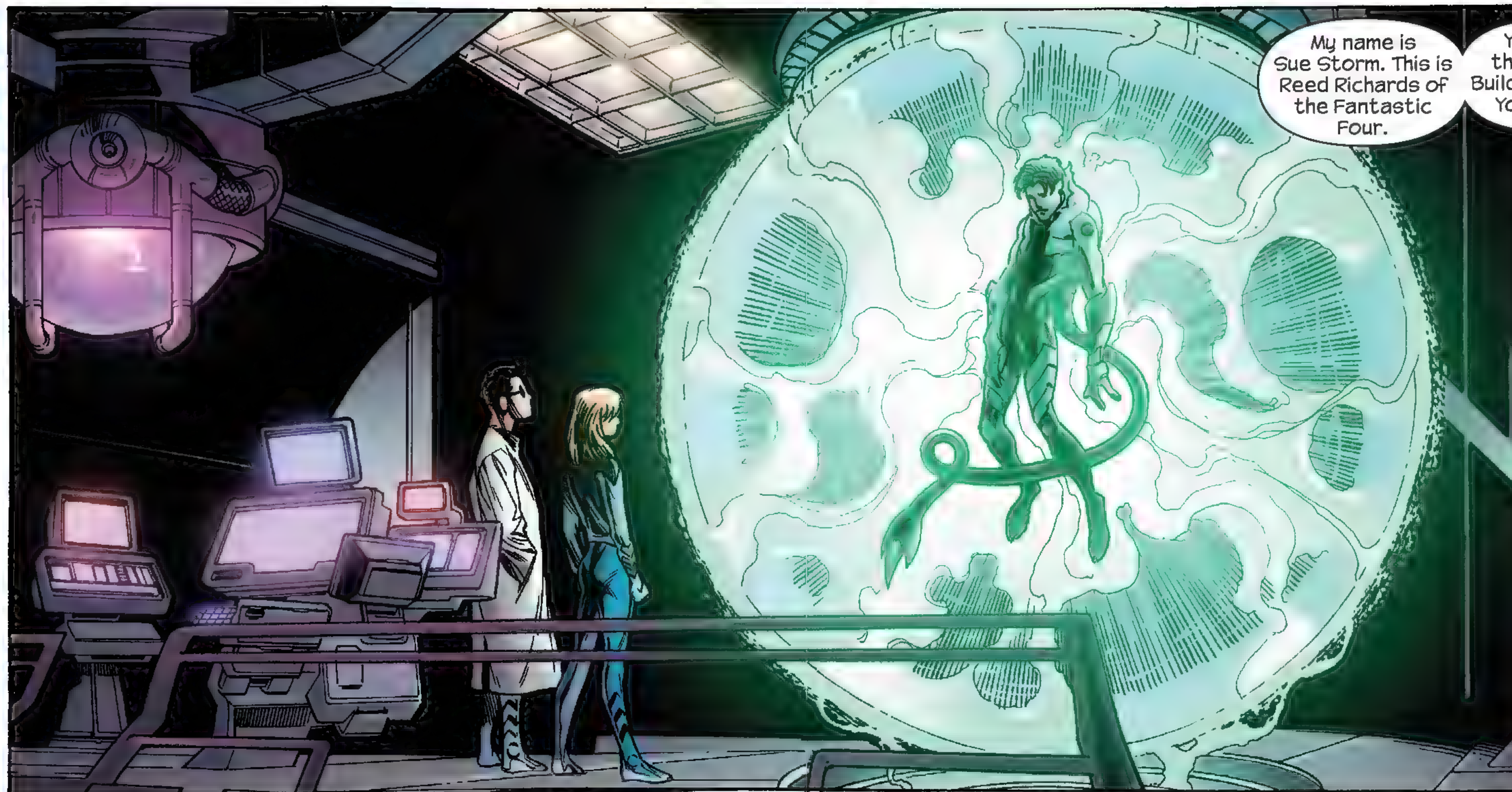
I'm going
to make *you*
just like me.



The Baxter Building, home of the world-famous Fantastic Four.

Mister Parker.

Wake up and speak to us, please.



My name is Sue Storm. This is Reed Richards of the Fantastic Four.

You're in the Baxter Building. In New York City.

You're safe and you're with friends.

We want to help you.

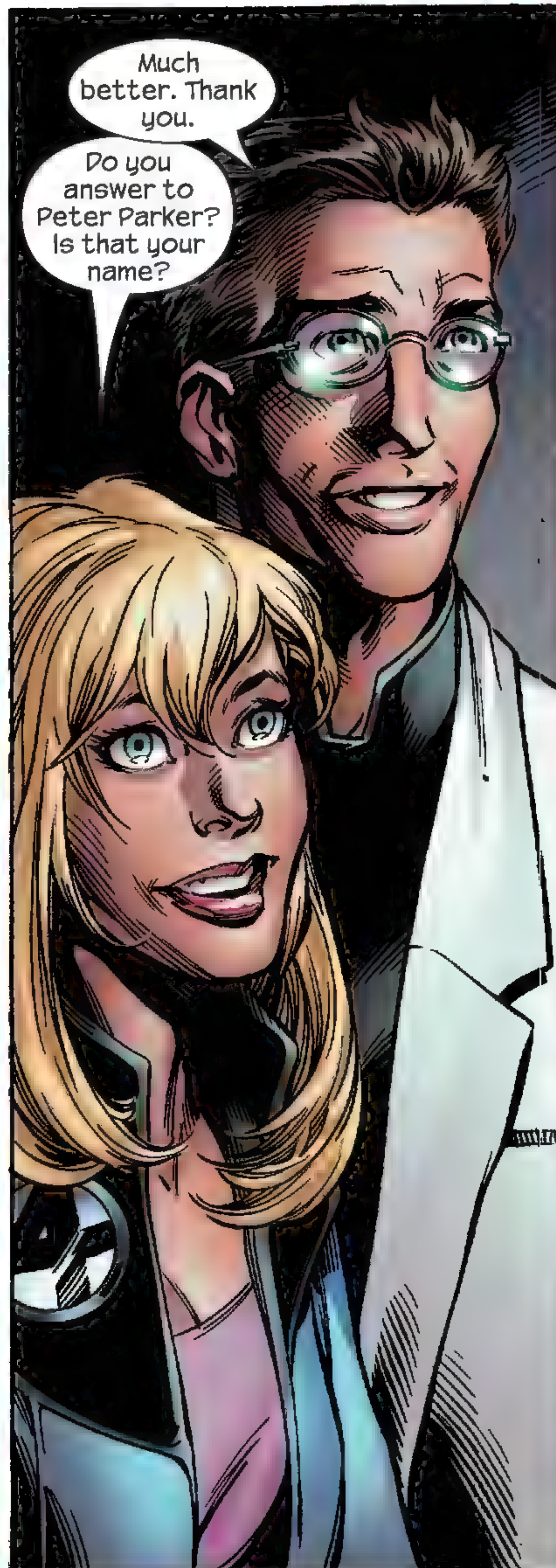
We know you're awake because we're reading your vital signs.

We know you're awake and we really need to speak to you so we can work out just what is going on here.



Much better. Thank you.

Do you answer to Peter Parker? Is that your name?



It really helps us all if you speak.

We just want to piece together what exactly is going--

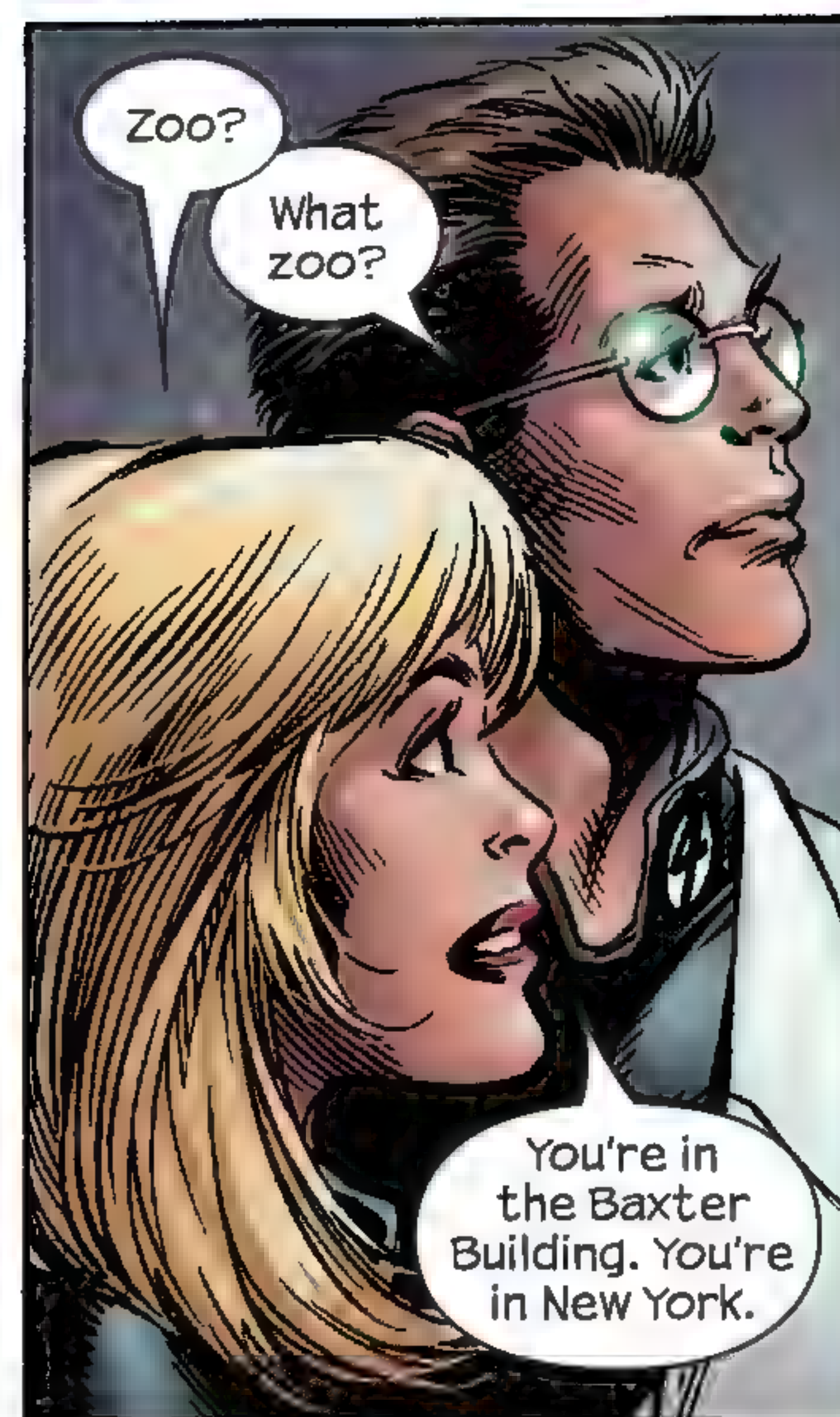


Am I back in the zoo?



Zoo?

What zoo?



You're in the Baxter Building. You're in New York.

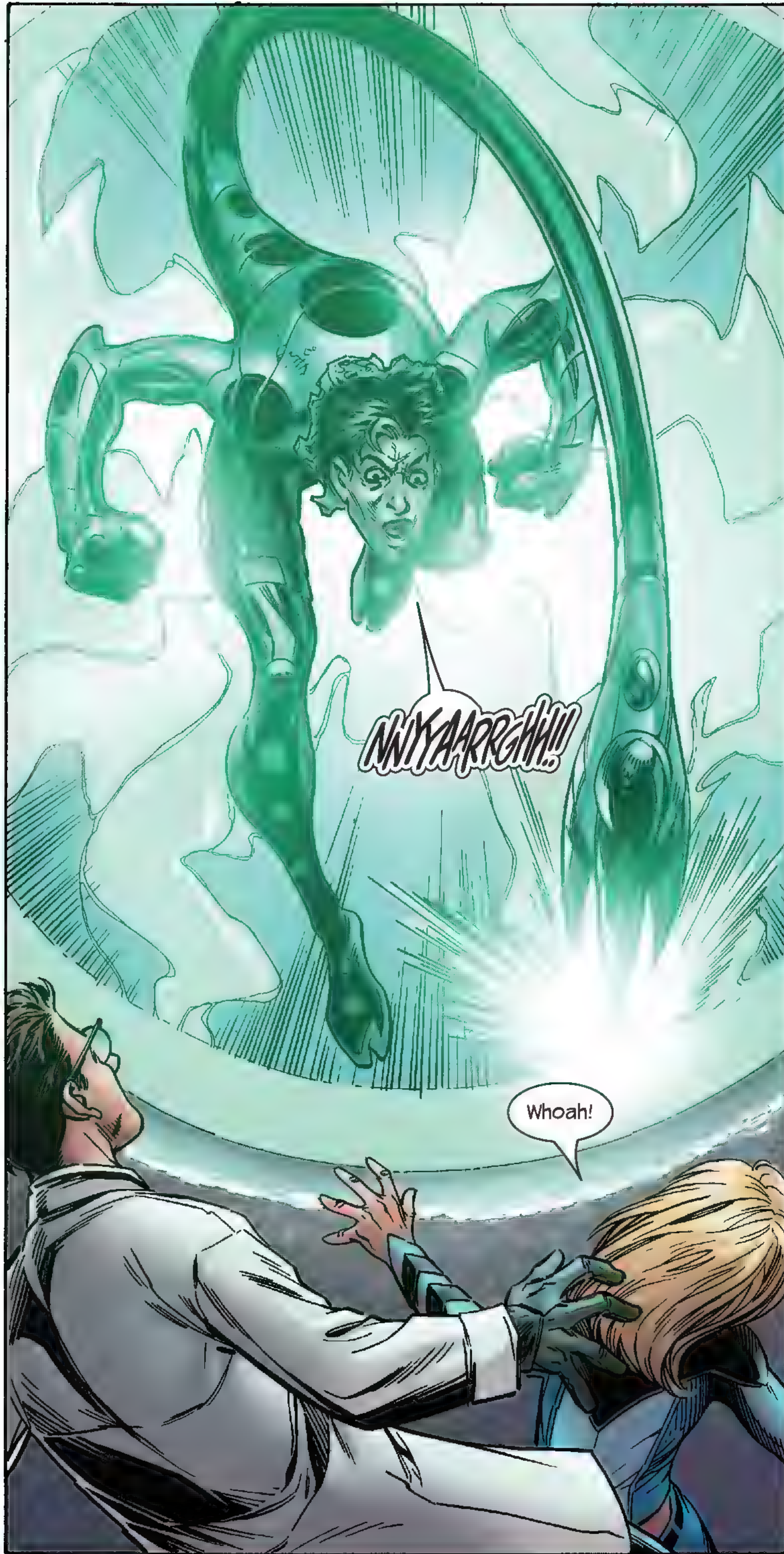
How-how did I get here?

You were trashing a mall in Queens.

Spider-Man brought you here.



SHUT YOUR MOUTH!



NNIYAARRGHH!!!

Whoah!



Calm down!!

I have you in a force field. You can't hurt anyone but yourself in there.

YEEAARRGHH!!!

Calm down!!



Nnn--
You--



Okay.

That's better.



The otherssss.

The zzzoo is where the...



He's out.
Great.
The zoo?
I do not know.
The zoo.



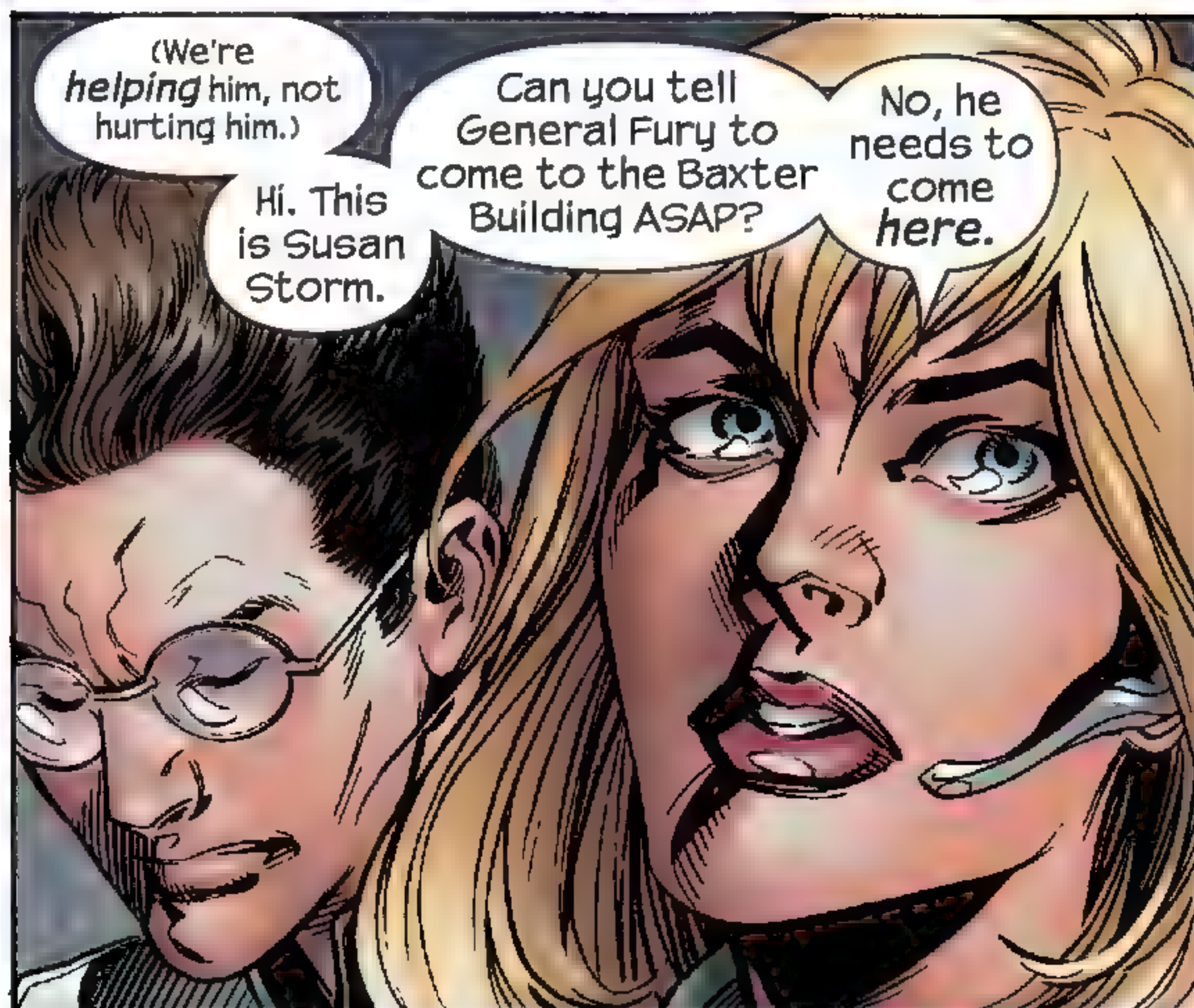
Someone made a clone of Peter Parker.
And its brain is completely misfiring.
And they did some biograft experiments to it--
To see what would happen.
Hence, the tail.
And the suit.



That suit is despicable.
You really think if we take the suit off it'll do him that much damage?
It's feeding the biograft. It's keeping it working. If we remove it, his spine will just--
That's so sick.
That's what I'm saying.



I think we have to go to--
Nick Fury with this.
Yes.
It's too big not to.
Hate to do this to the real Peter Parker. He clearly has a bigger problem with Fury than even we do.



(We're helping him, not hurting him.)
Hi. This is Susan Storm.
Can you tell General Fury to come to the Baxter Building ASAP?
No, he needs to come here.



He needs to see this for himself.

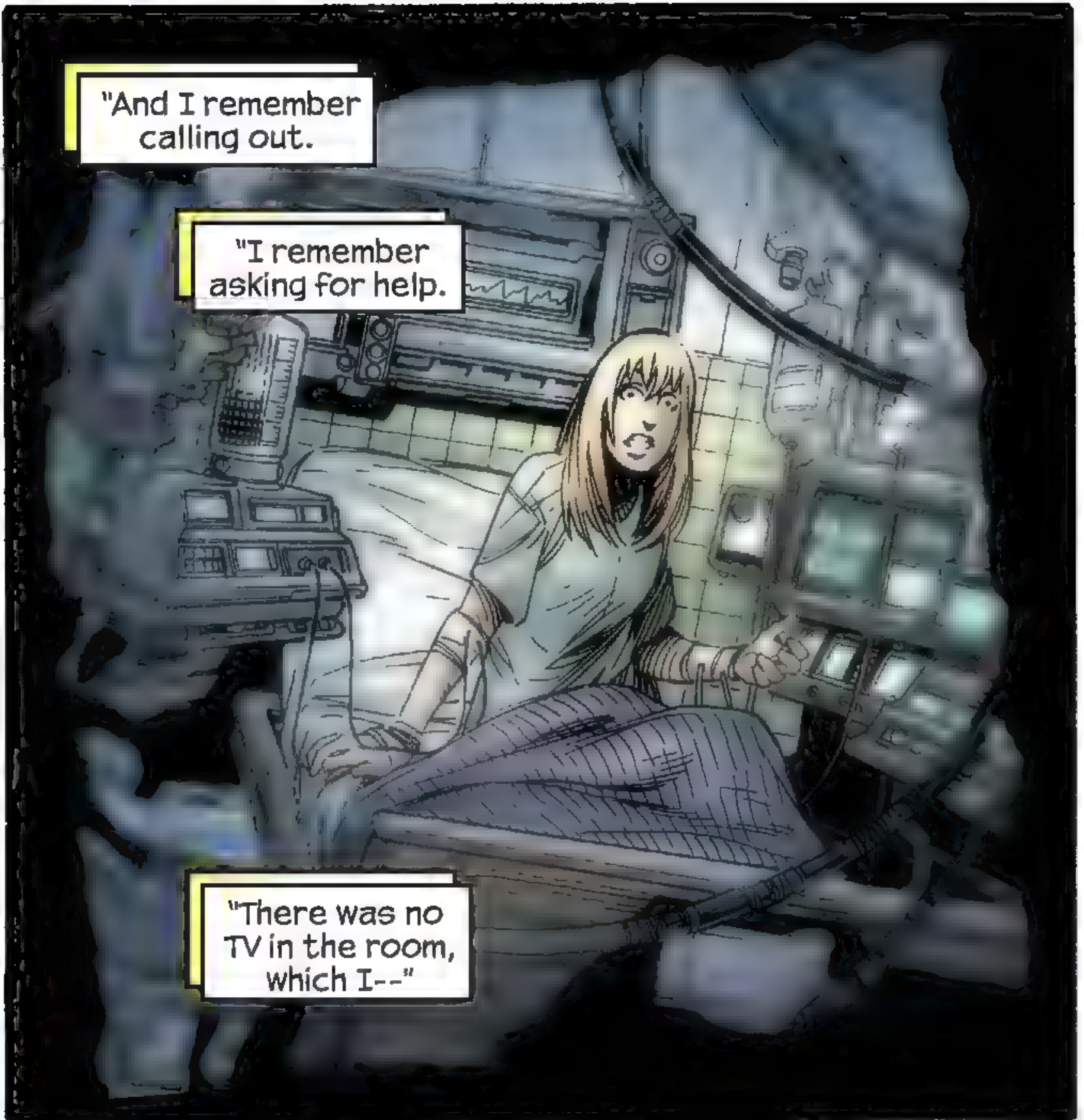


Man...
It's so
hard to think-
I was in a hospital.
I woke up in a
hospital.

Where?

I don't
know.

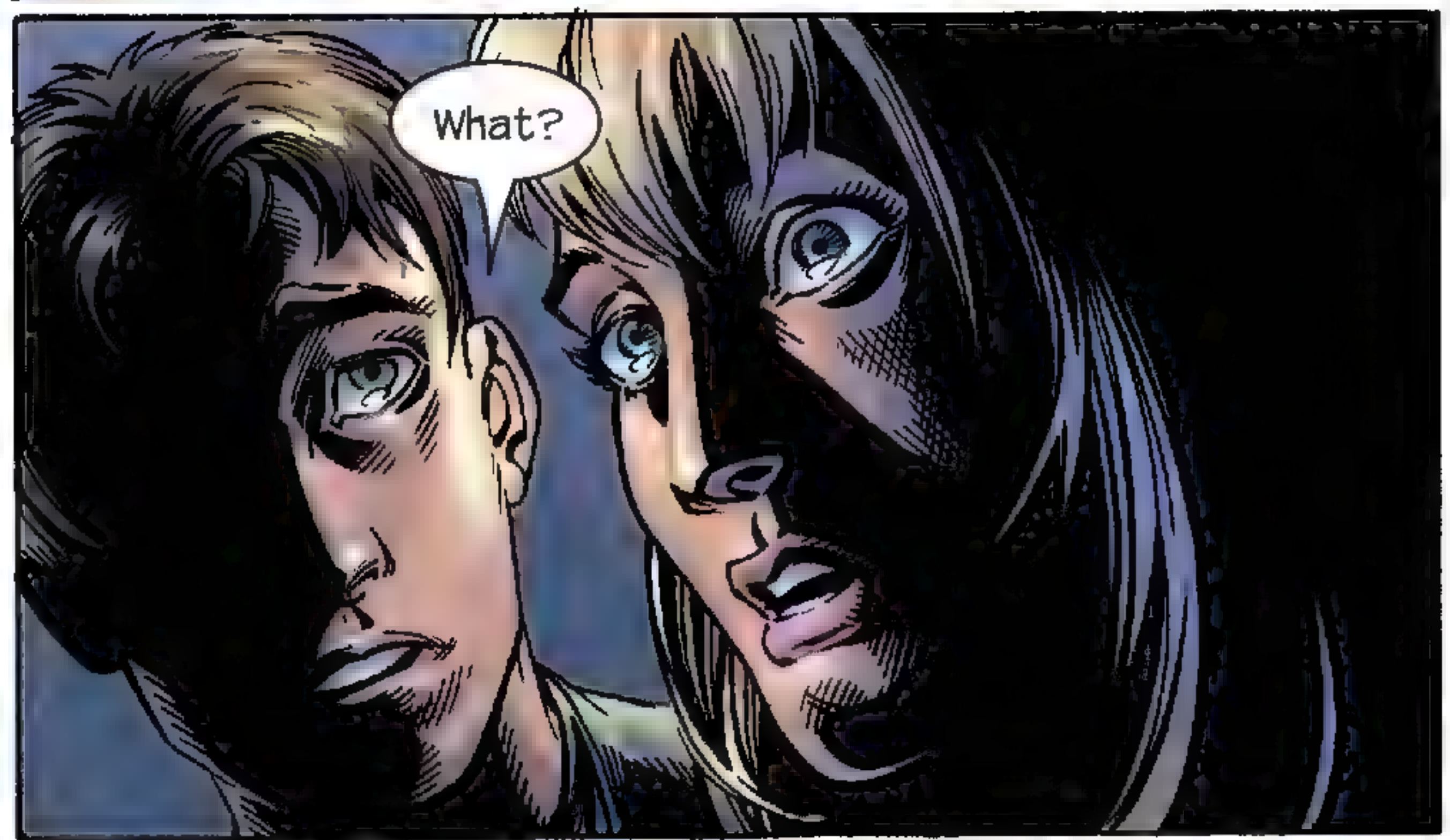
Just a
hospital.



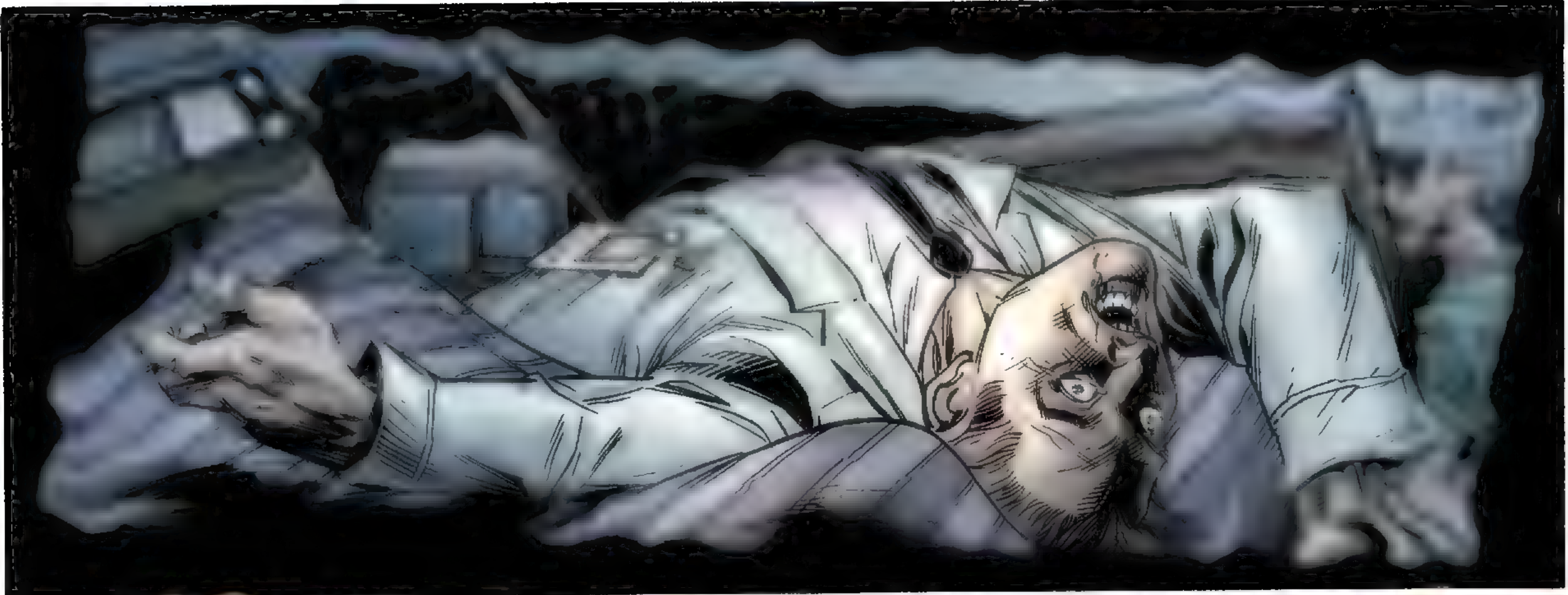
"And I remember
calling out.

"I remember
asking for help.

"There was no
TV in the room,
which I--"

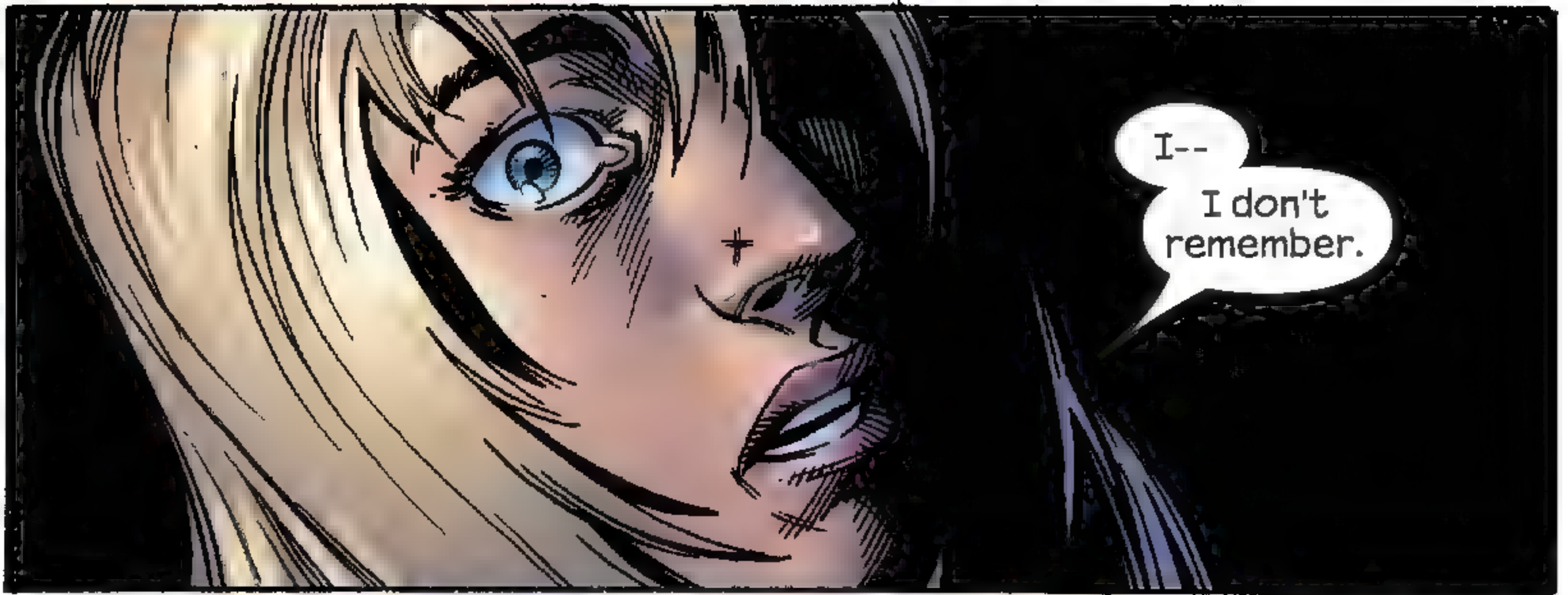


What?



I
don't--

How did
you get out?
How did you
get *here*?

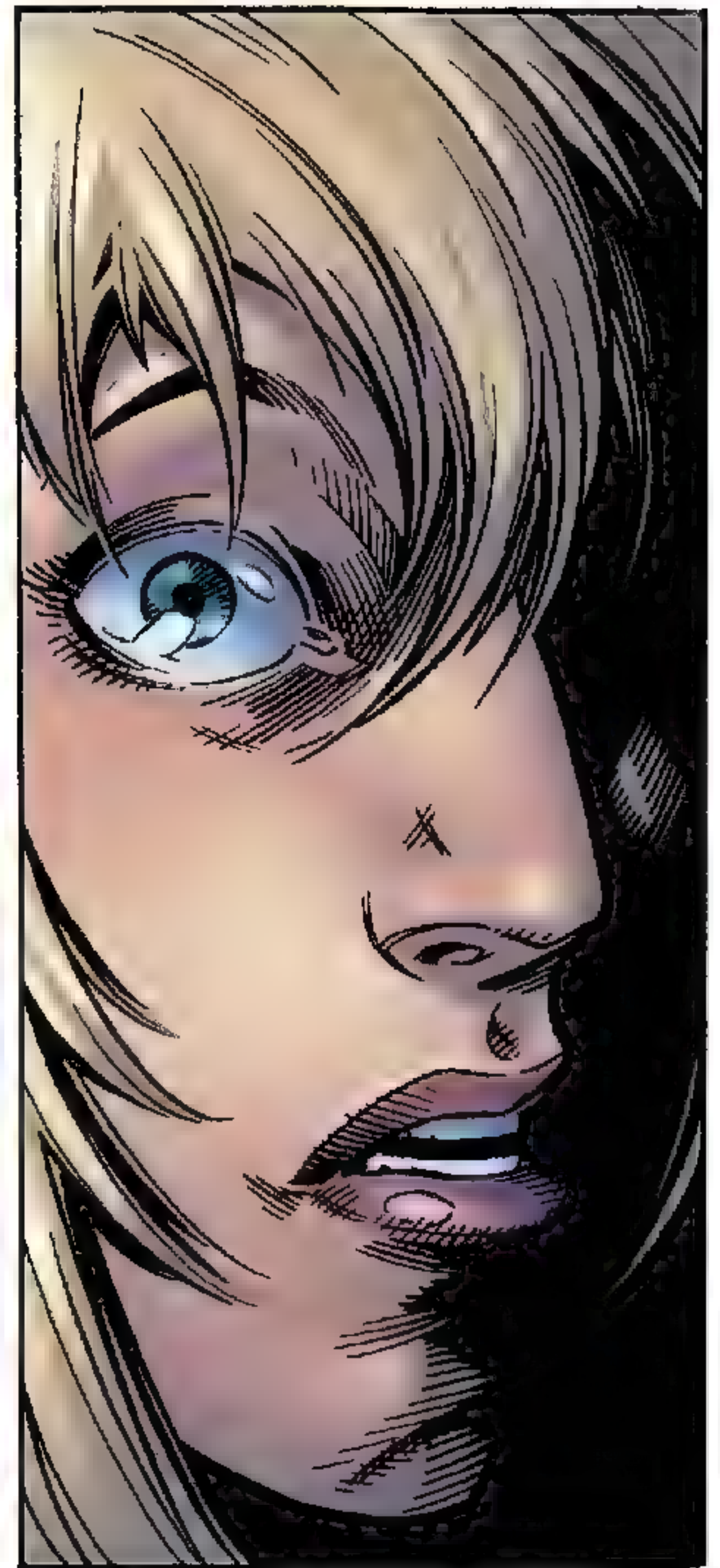


I--
I don't
remember.



How did
you get *here*,
though?

How did you
get from there
to here??

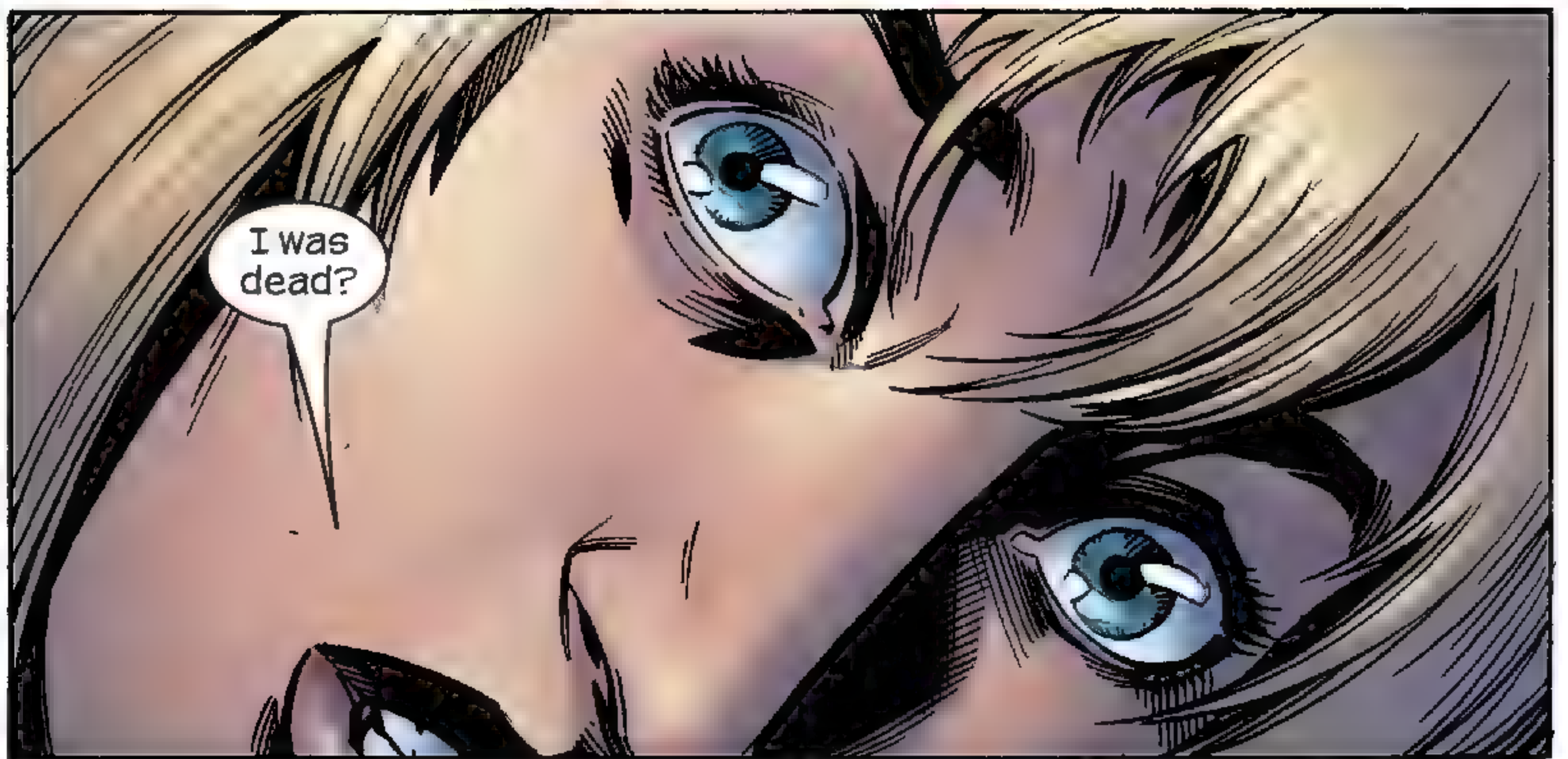


I don't
remember.

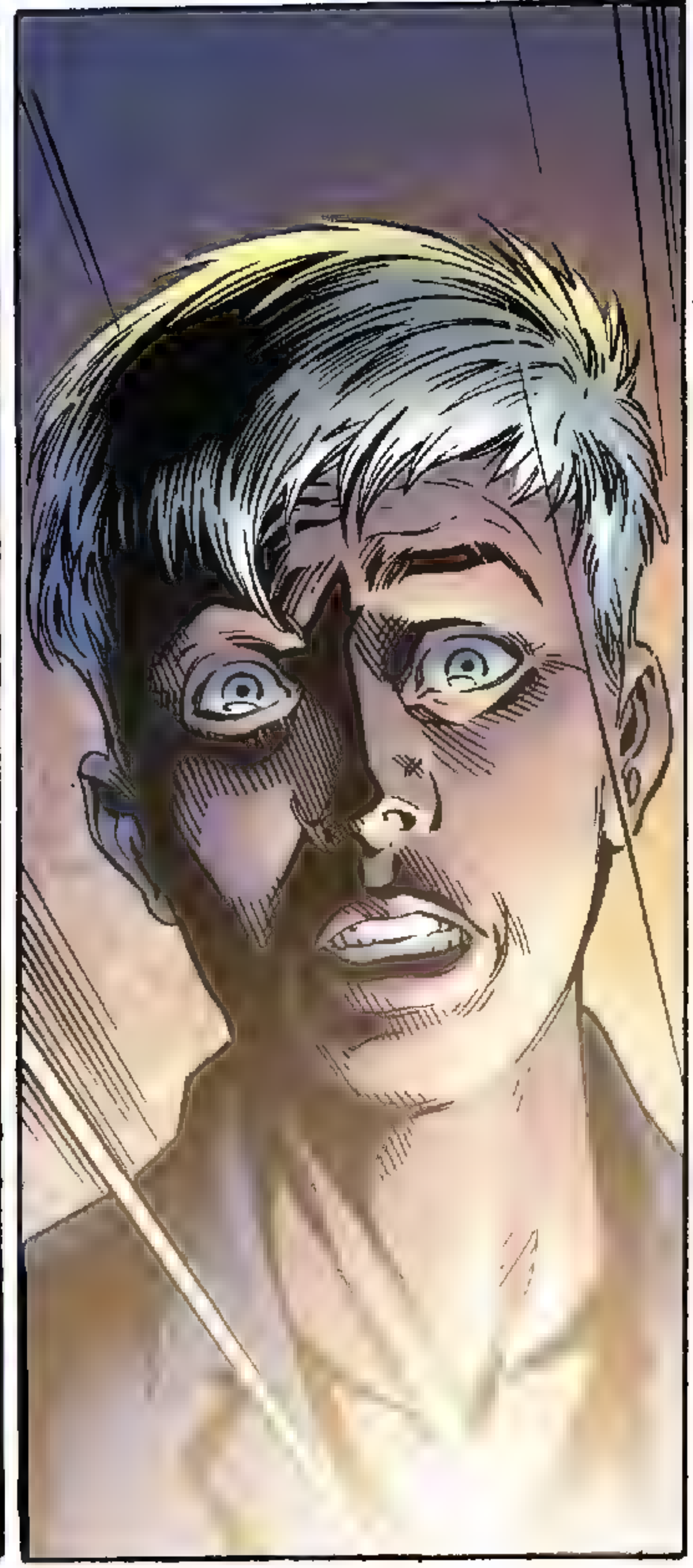
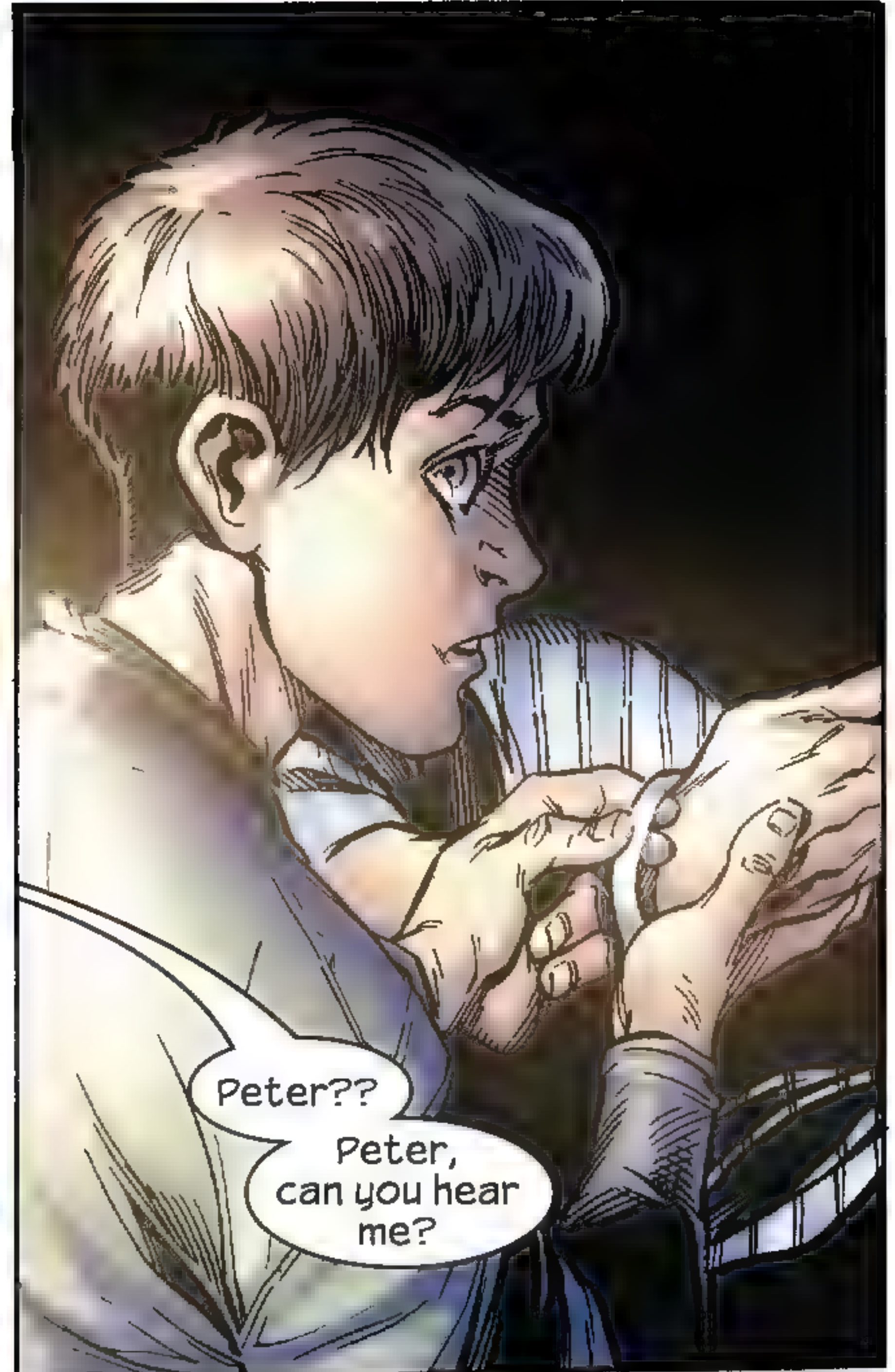
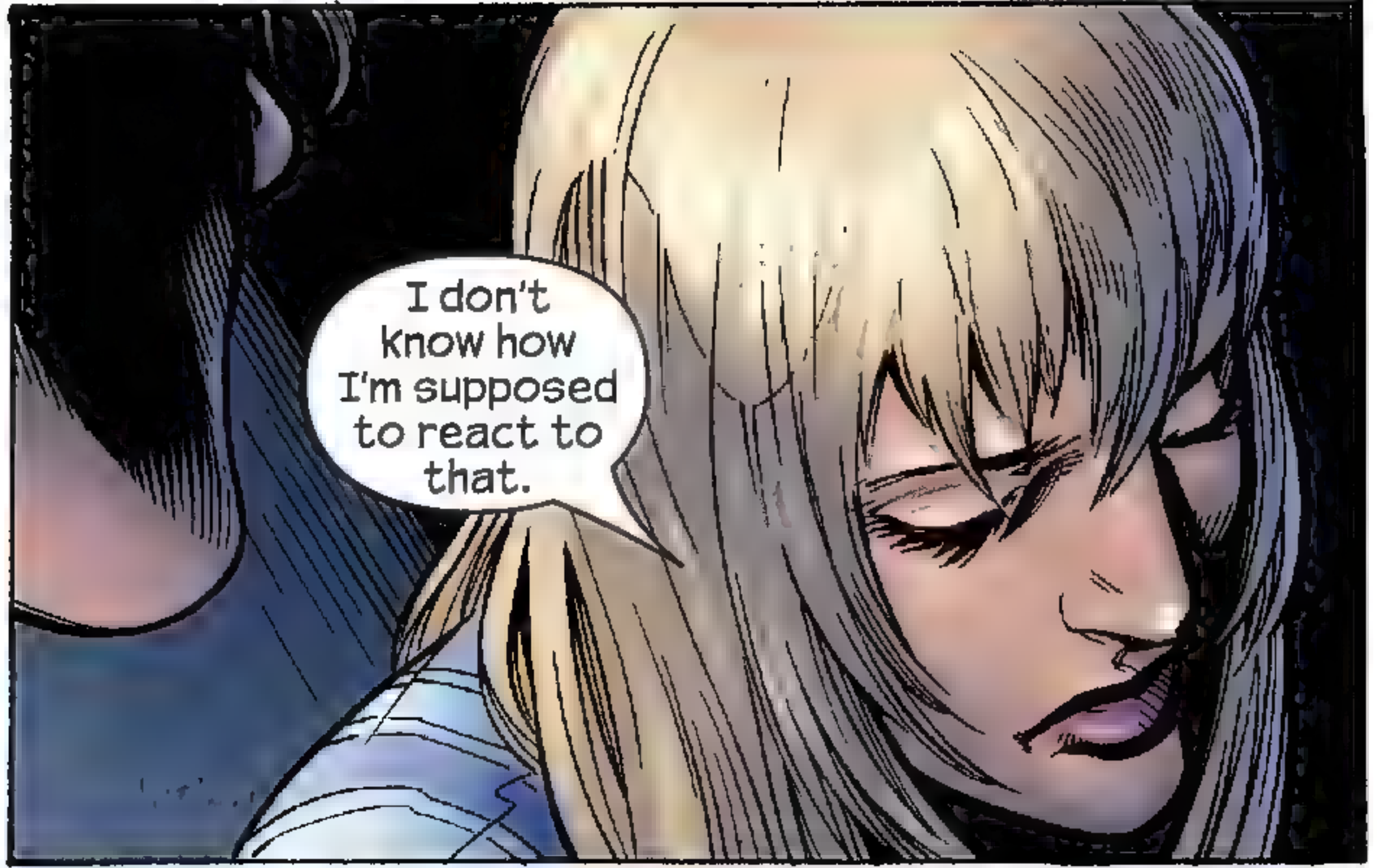
Come
on.

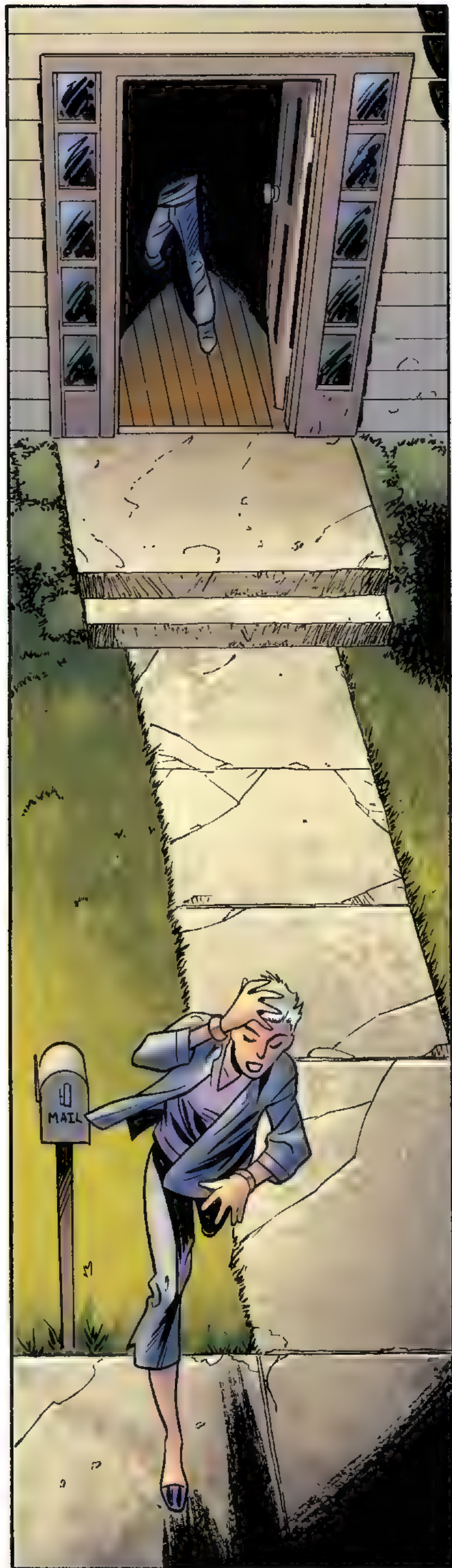
I
really
don't.

You don't
remember how
you *got* here?



I was
dead?







Put the phone down.

Don't!

Just- just sit down.

I--

Sit down.



Sit down.



How is this happening?

There's no easy way to say this, so I'm just going to say it...

And we'll deal with it however you want.



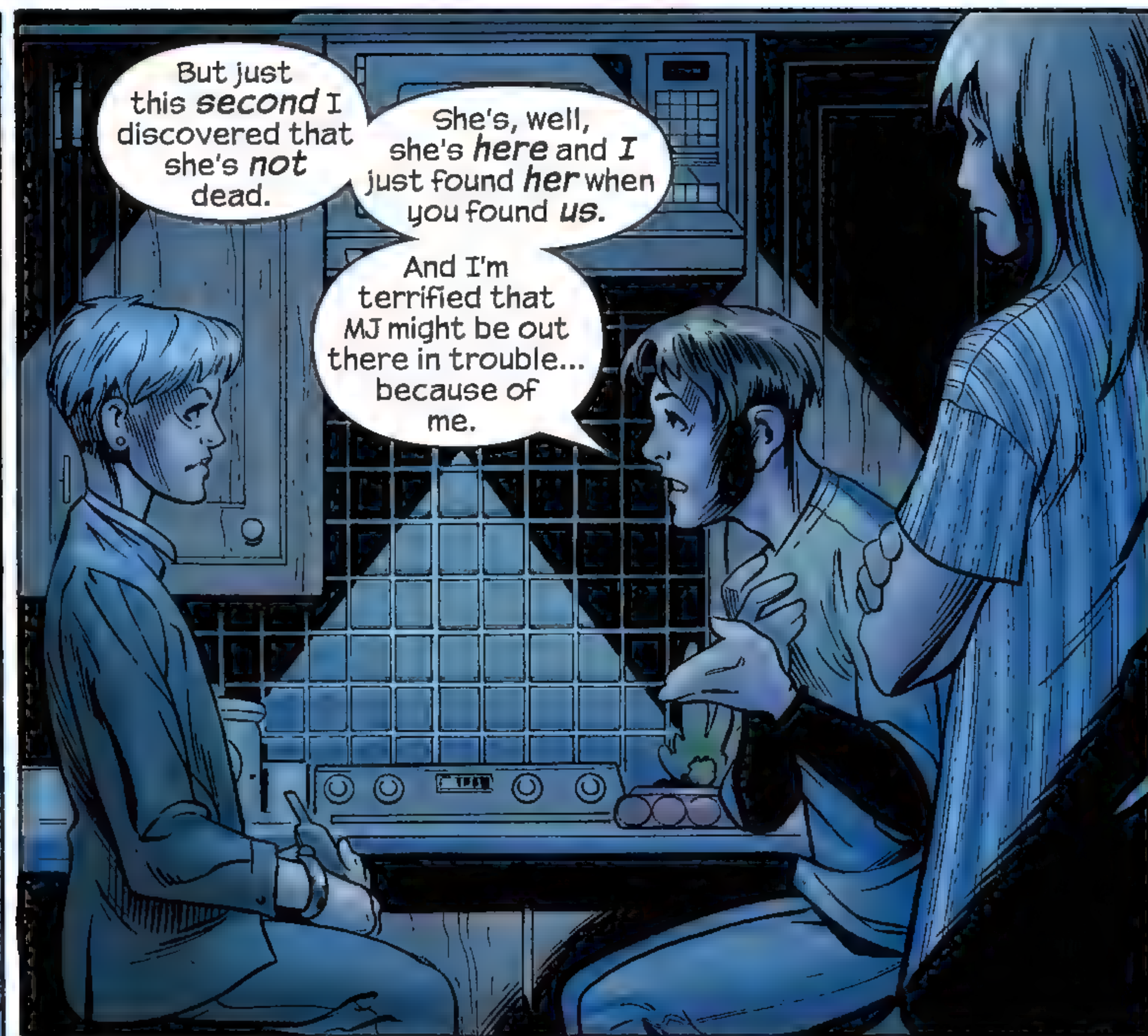
I'm Spider-Man.

I've always been Spider-Man.

I put on a costume and I try to- to help people.

It's me.

And- and Gwen was killed, or so I thought, by a- a monster who was looking for me.



But just this *second* I discovered that she's *not* dead.

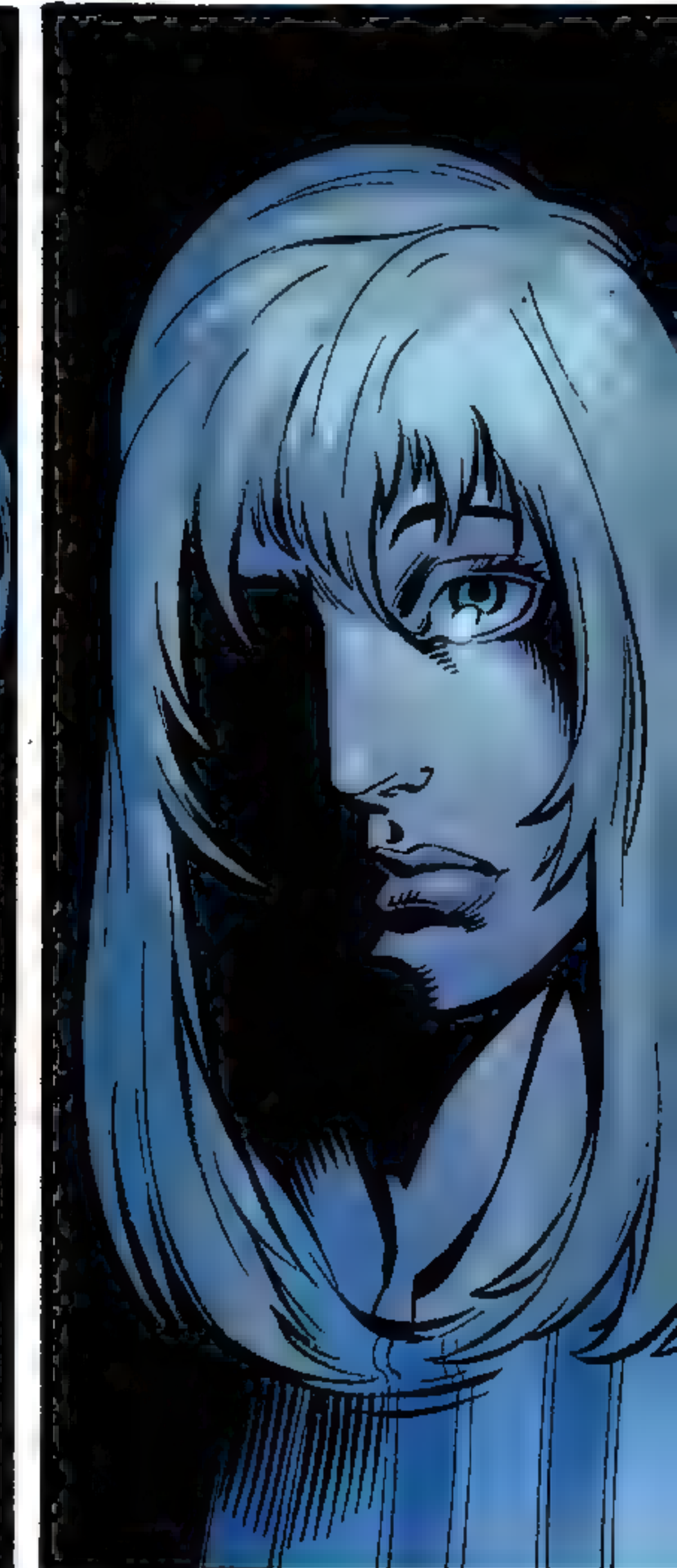
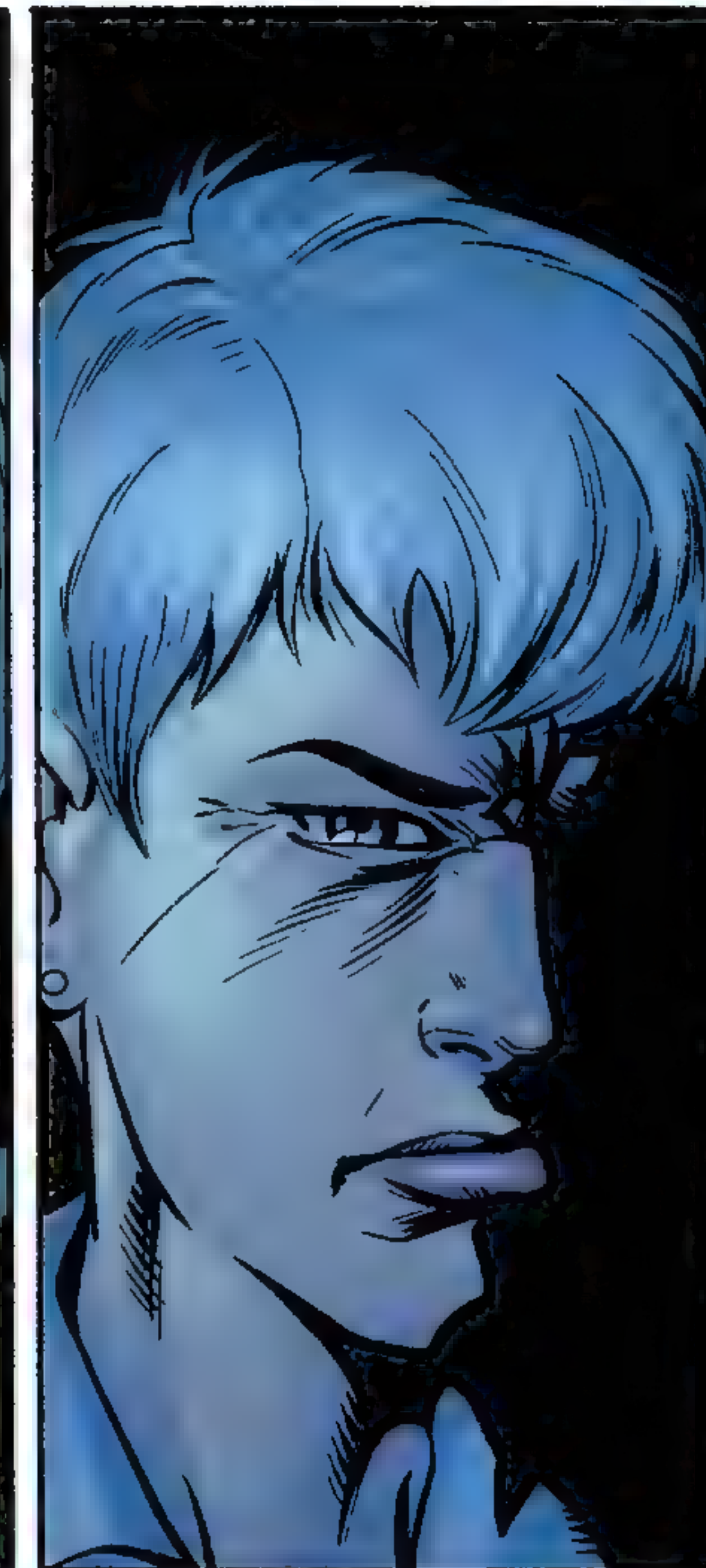
She's, well, she's *here* and I just found *her* when you found *us*.

And I'm terrified that MJ might be out there in trouble... because of me.



I'm *always* worried she's in trouble because of me.

And we're just trying to figure out what's going on.



Say the first part again.



Spider-Man--

The guy in the costume--

It's me.



Prove it.



I'd rather--



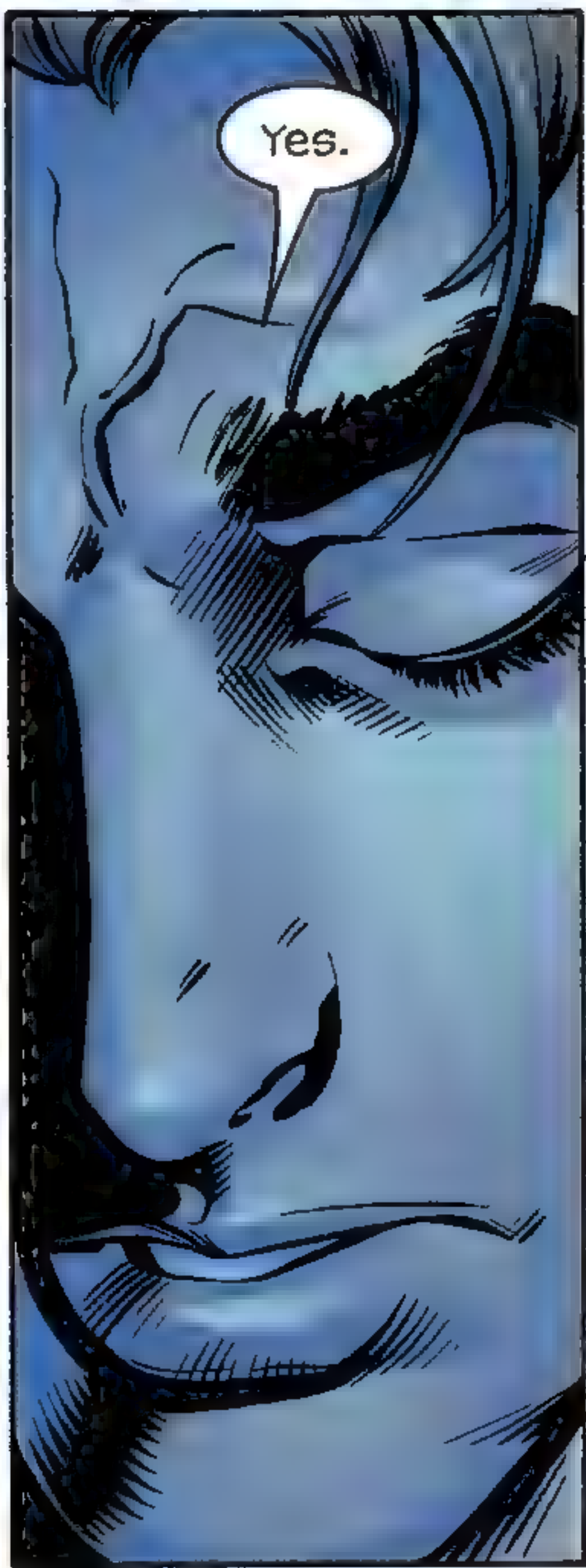
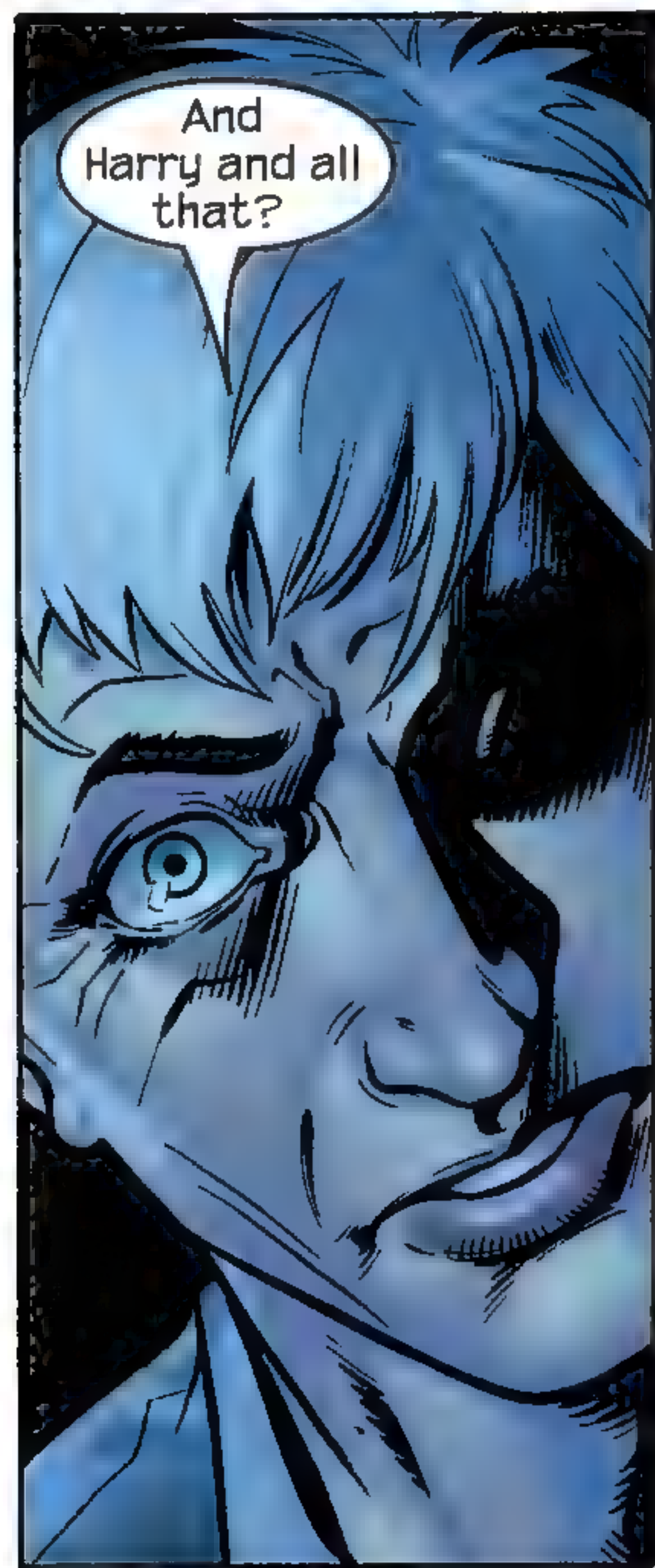
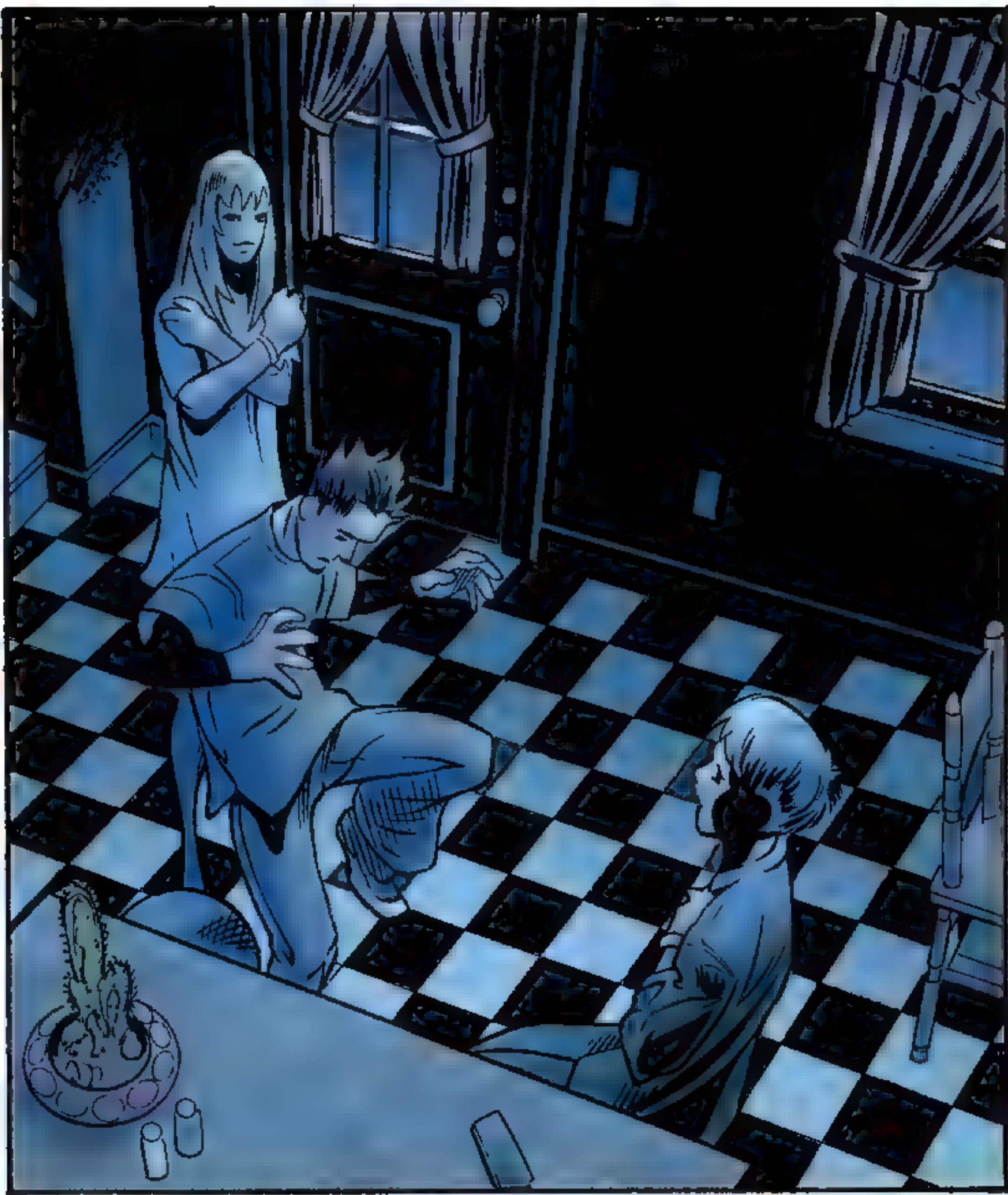
Prove it!!

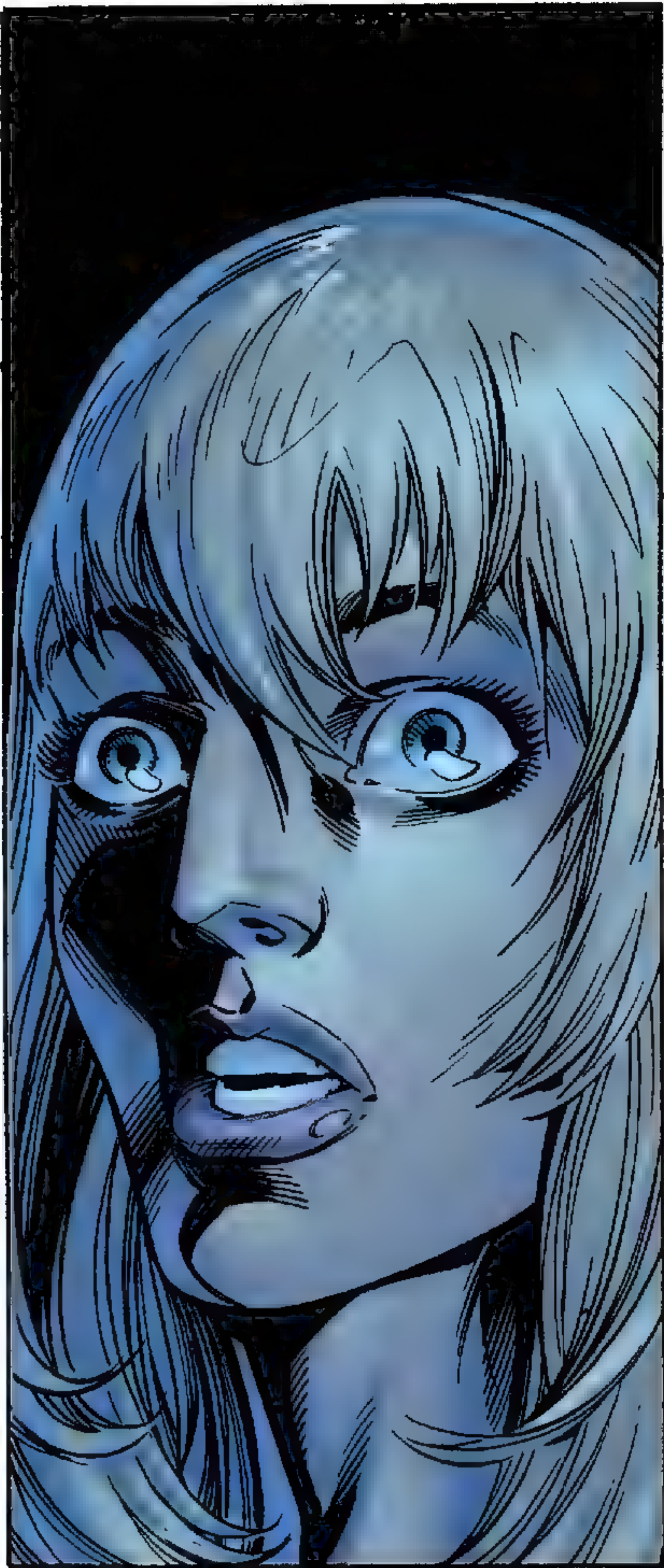


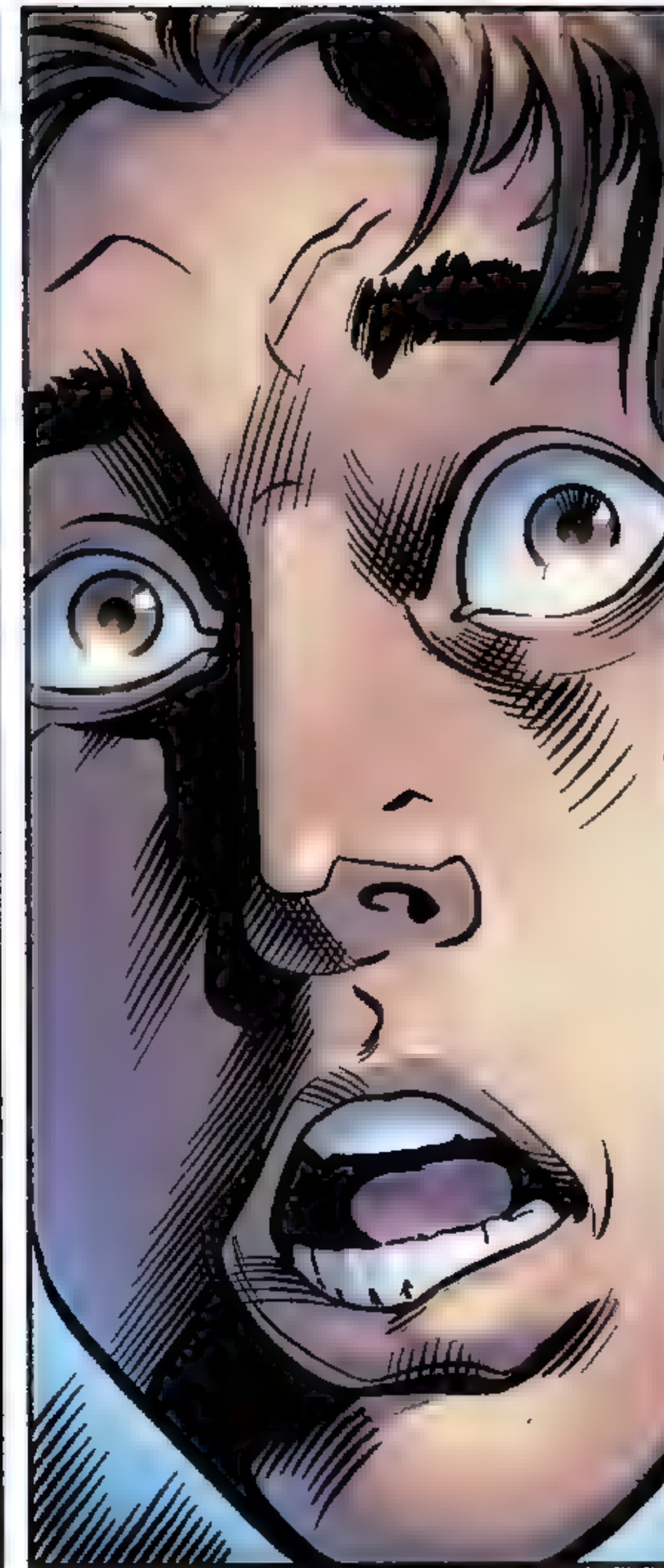
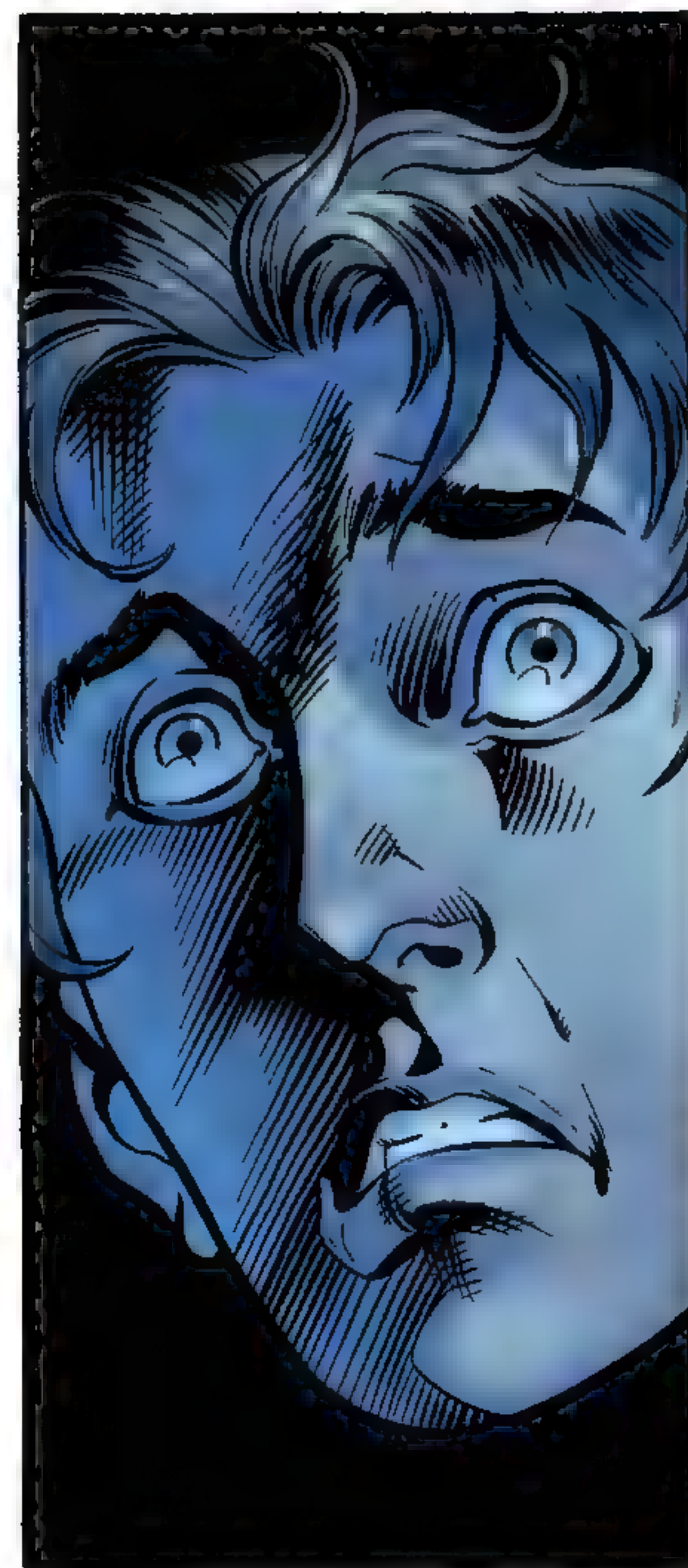
So,
yeah...




Stop
it.





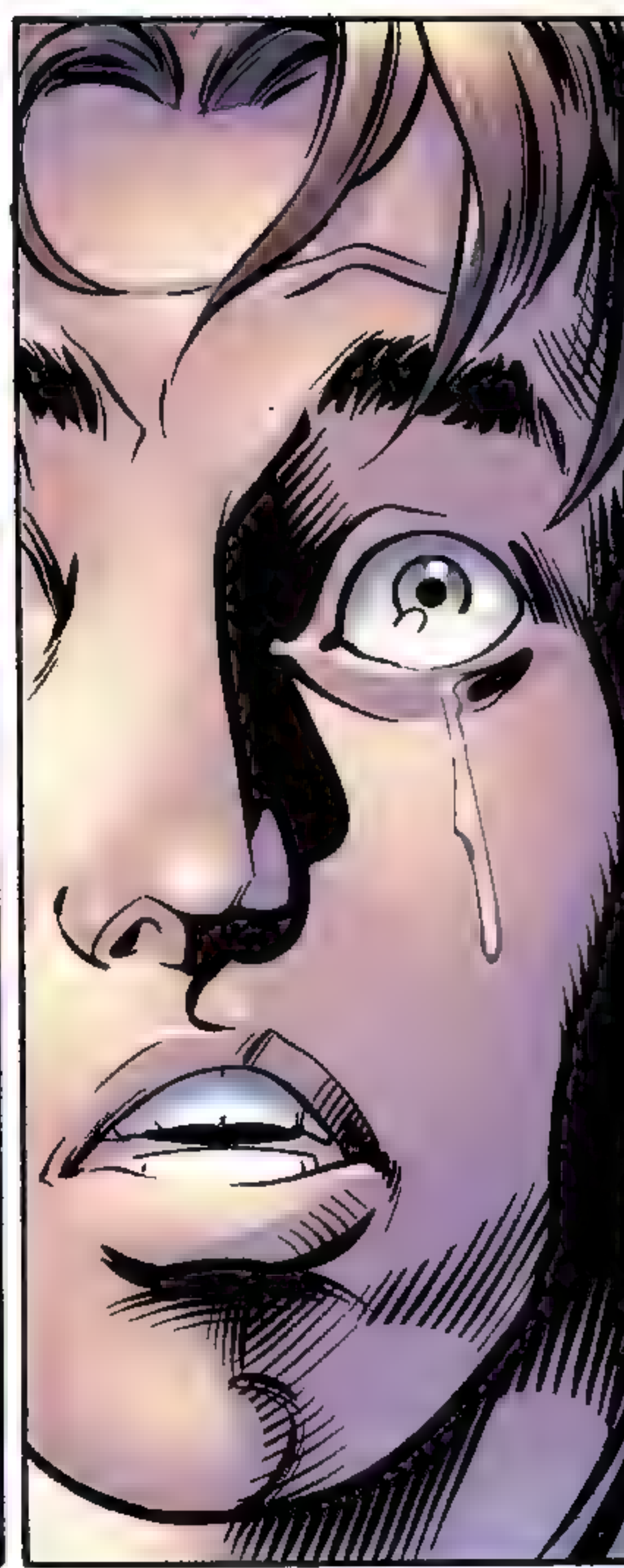
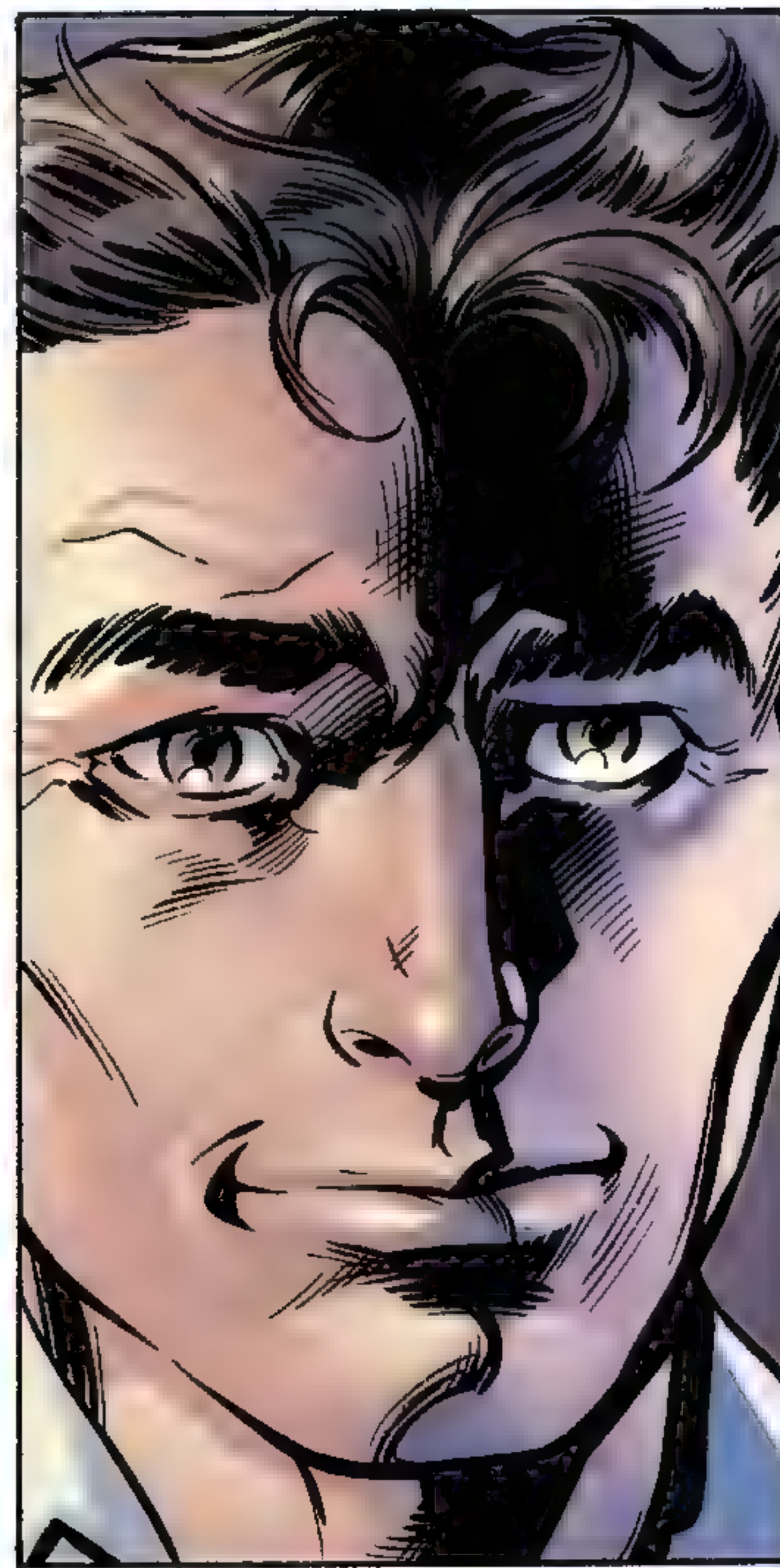


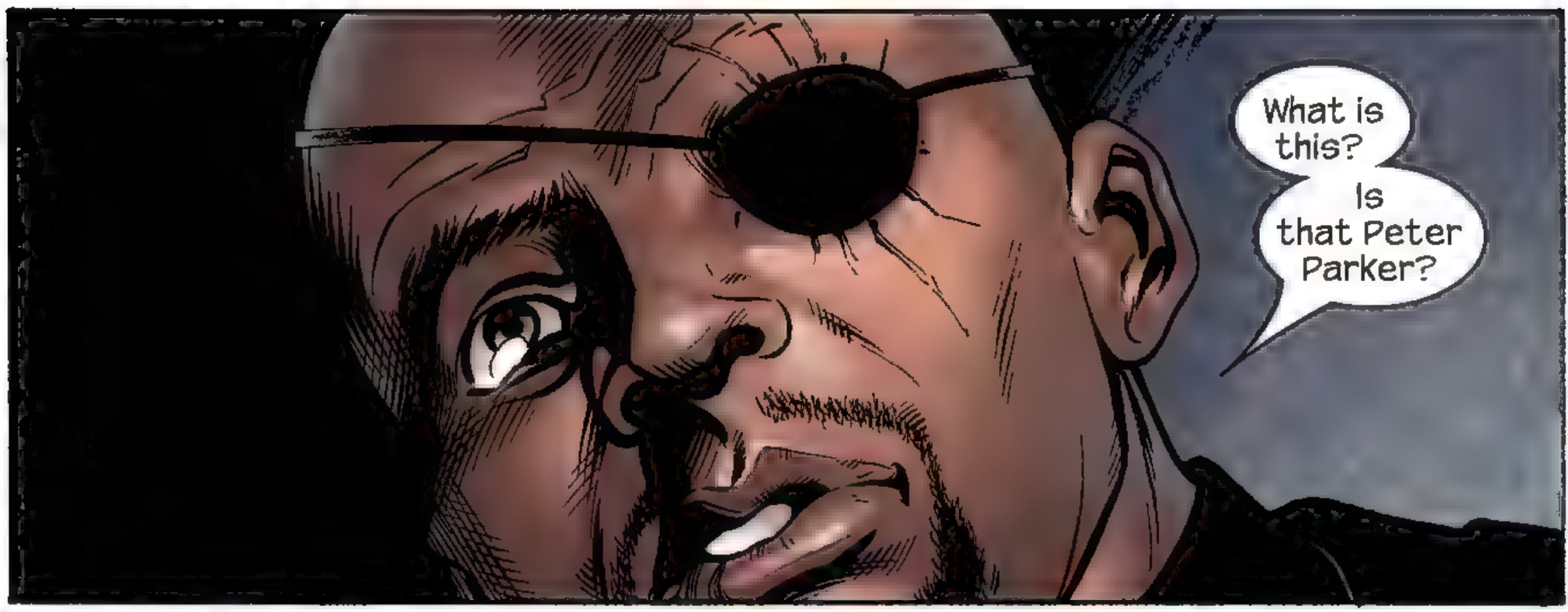
A man with short brown hair, wearing a brown suit jacket, a white dress shirt, and a blue tie, is looking out of a window. The window frame is made of wood and has a metal latch. Outside the window, a large, bright full moon is visible in a dark blue night sky. The man has a slight smile and is looking towards the right side of the frame.

Take
it easy on
the kid.

He's
only a
kid.

And he's just
trying to make the
best of an impossible
situation.





What is this?
Is that Peter Parker?

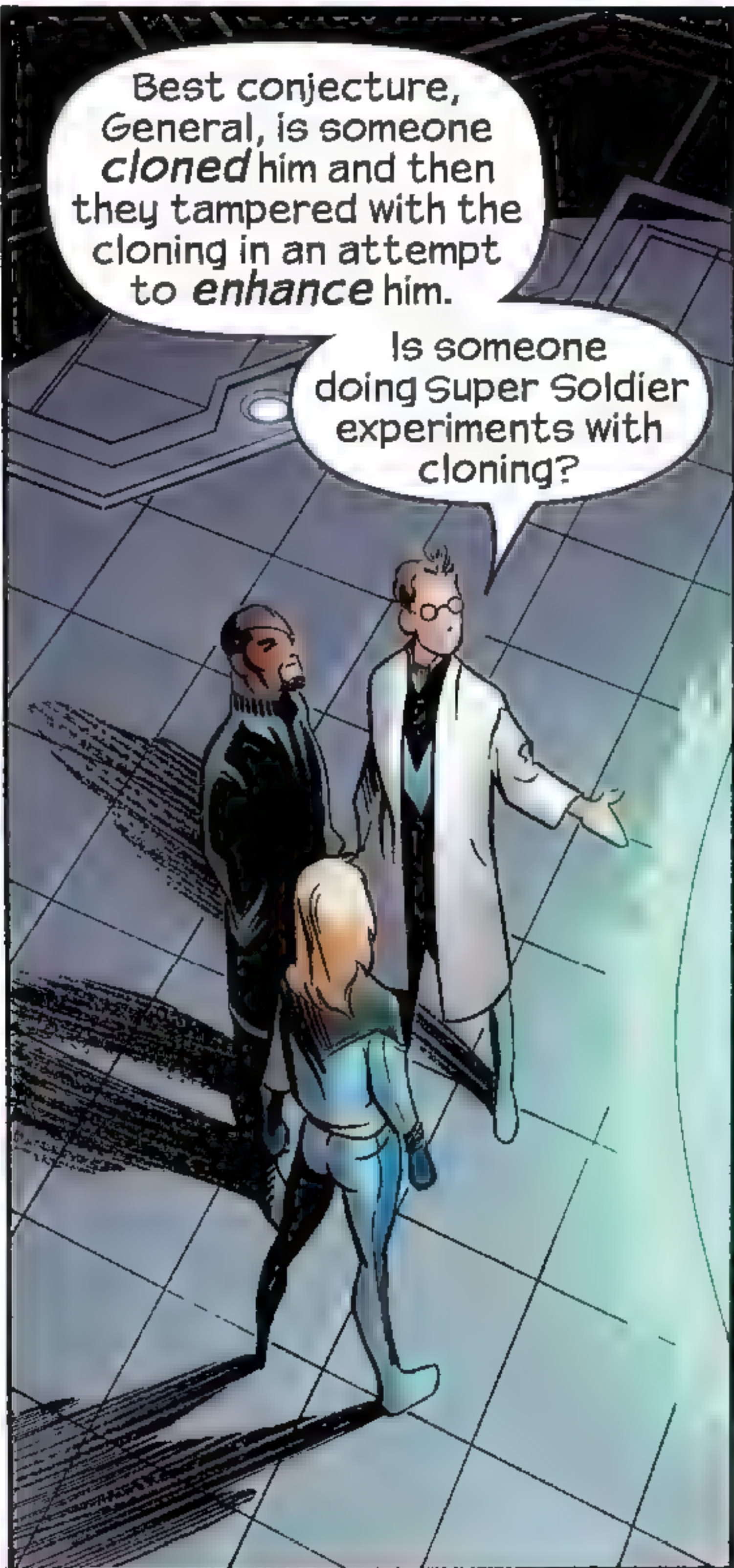


No.

But Peter's the one who brought him here.

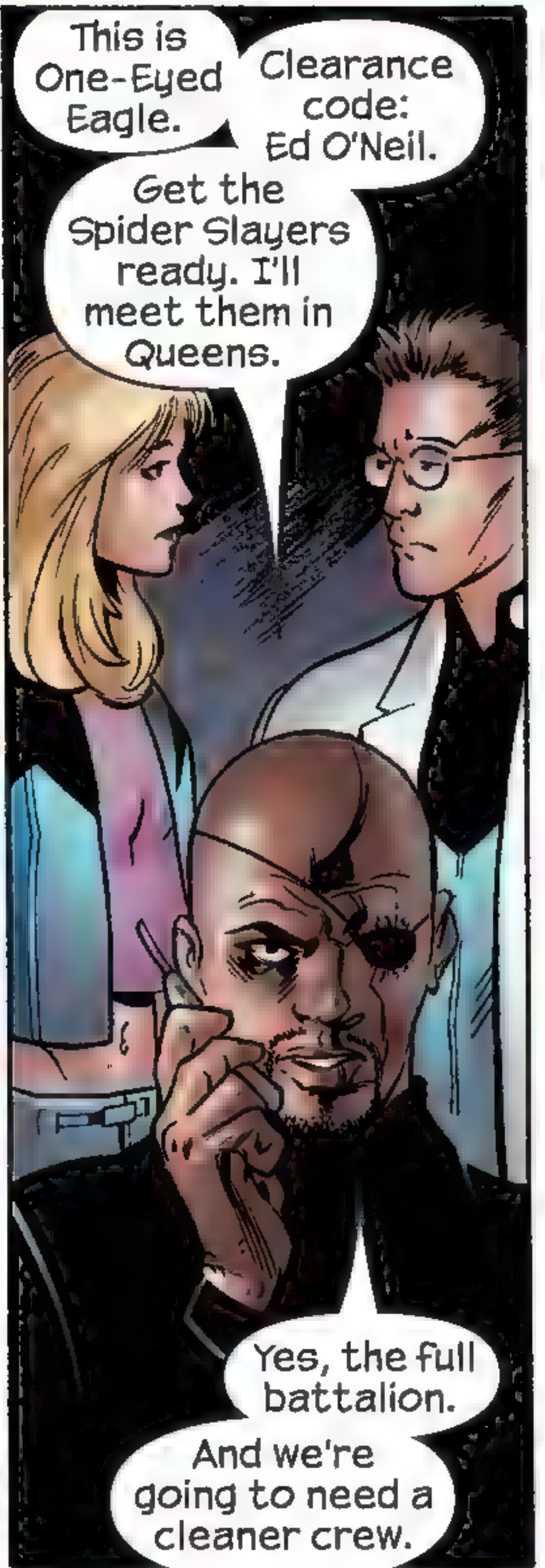


What?



Best conjecture, General, is someone *cloned* him and then they tampered with the cloning in an attempt to *enhance* him.

Is someone doing Super Soldier experiments with cloning?



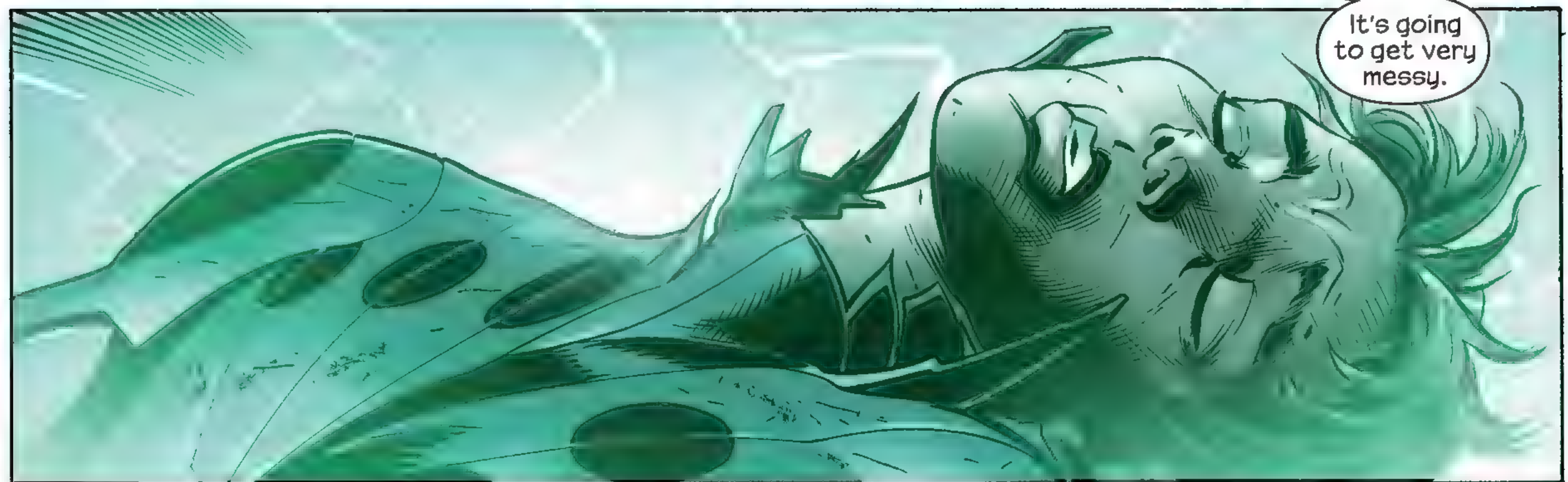
This is One-Eyed Eagle.

Clearance code: Ed O'Neil.

Get the Spider Slayers ready. I'll meet them in Queens.

Yes, the full battalion.

And we're going to need a cleaner crew.



It's going to get very messy.

100
VARIANT

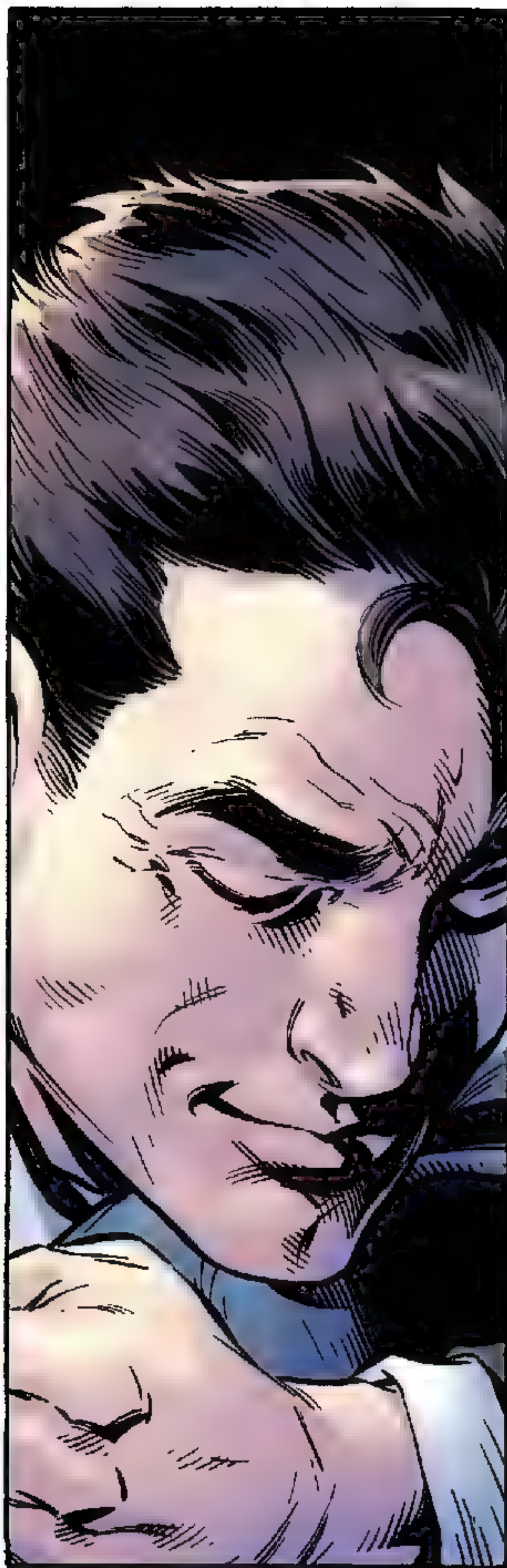








No...

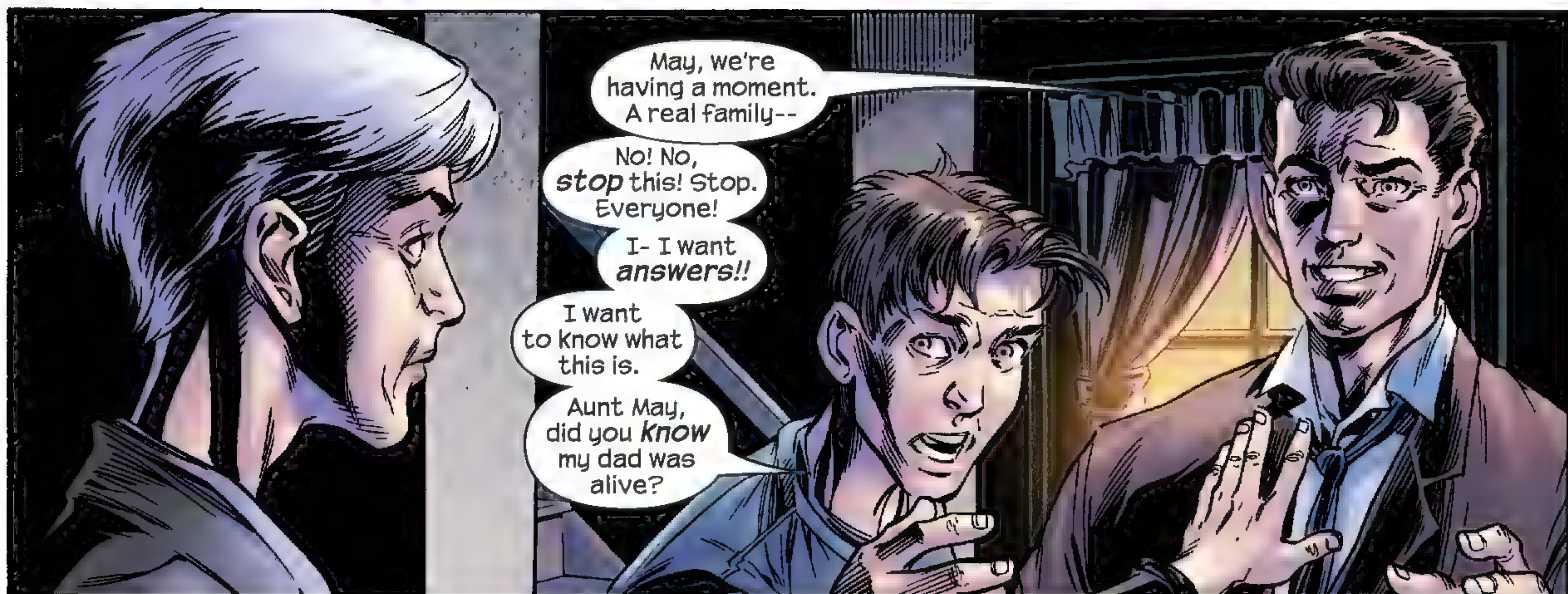


Now *get out!!*

All of you!!
I've had enough Parker drama for the *rest of my life!*

My *sister* married you, *not me!*

Peter, I don't want you in this house!!



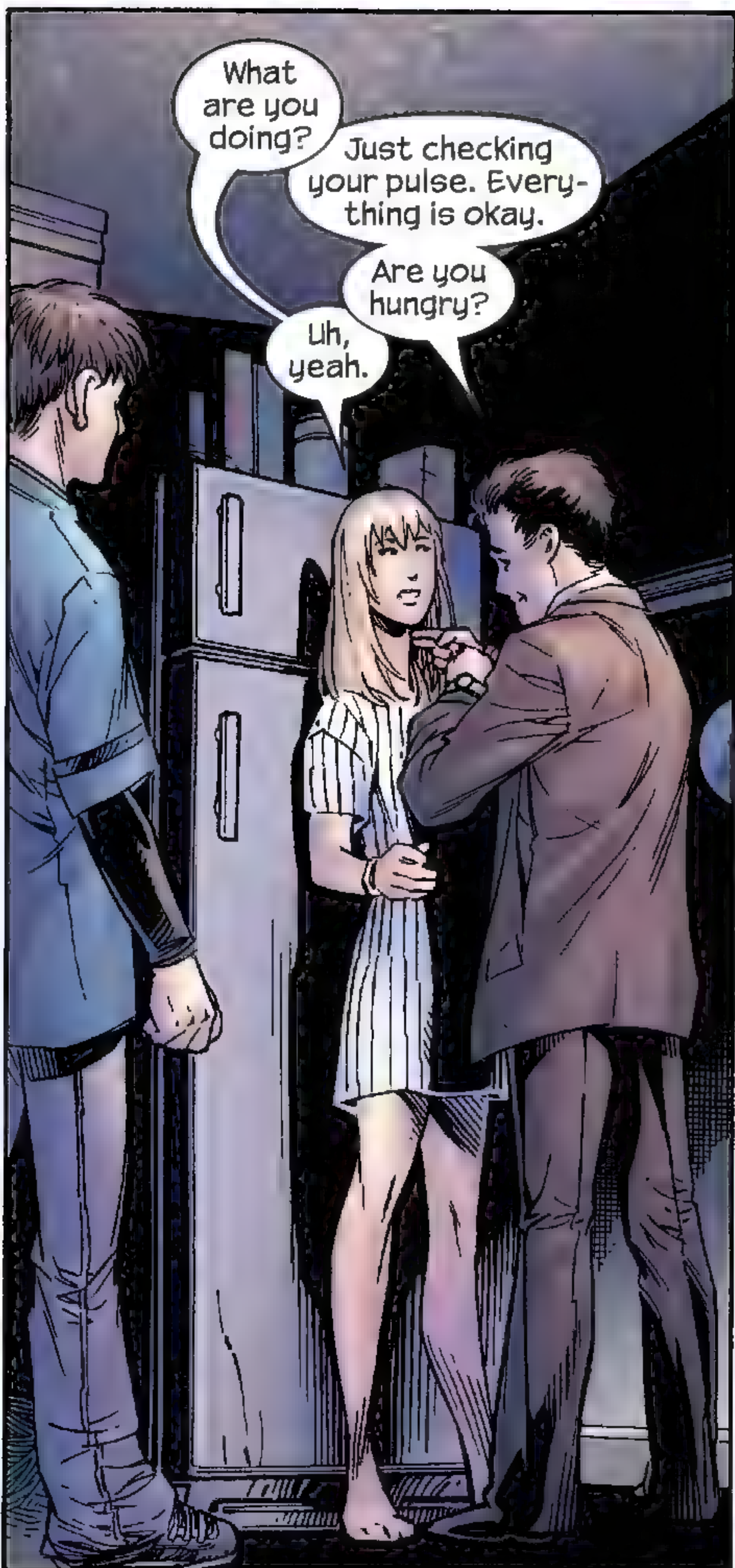
May, we're having a moment. A real family--

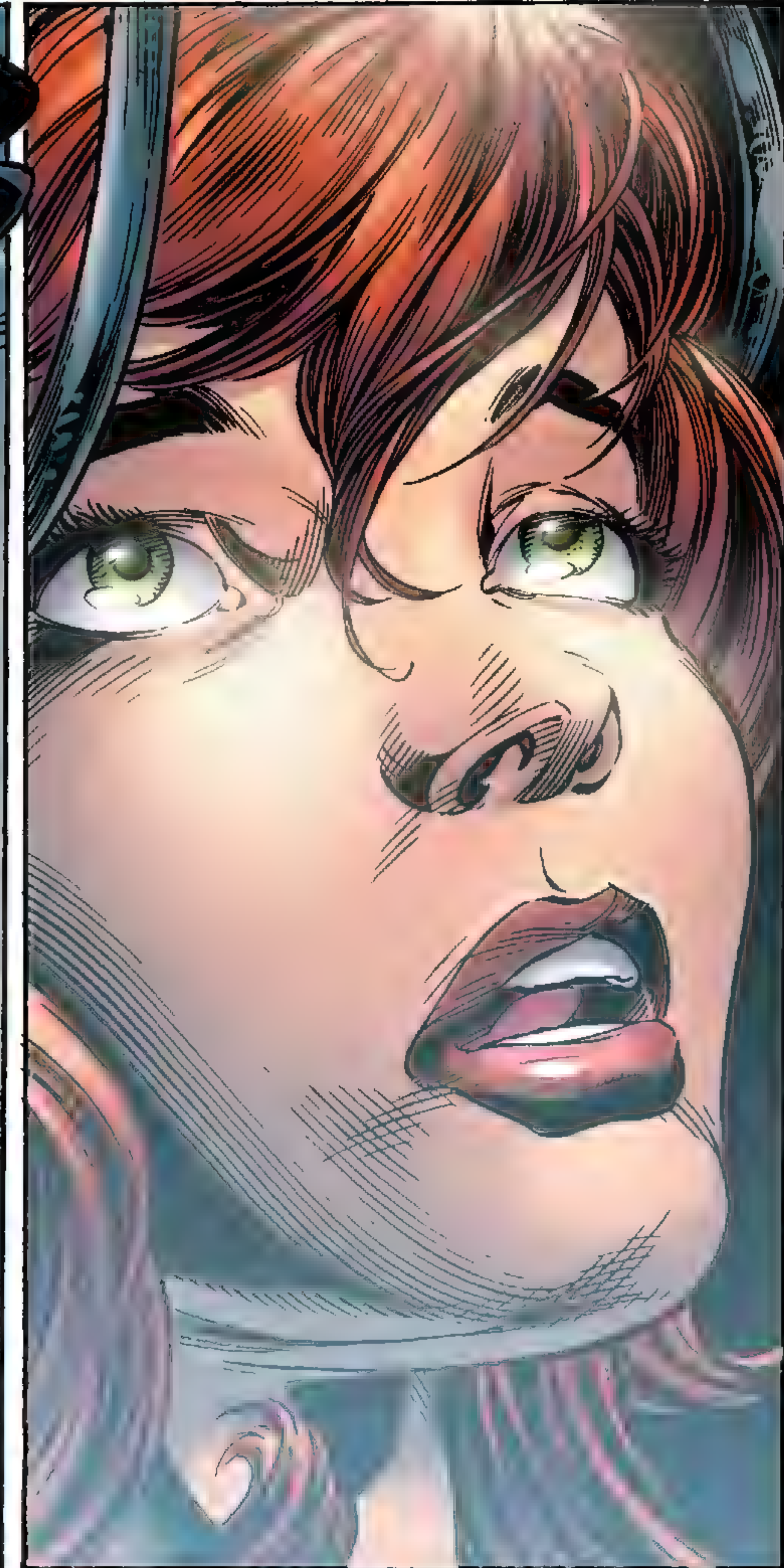
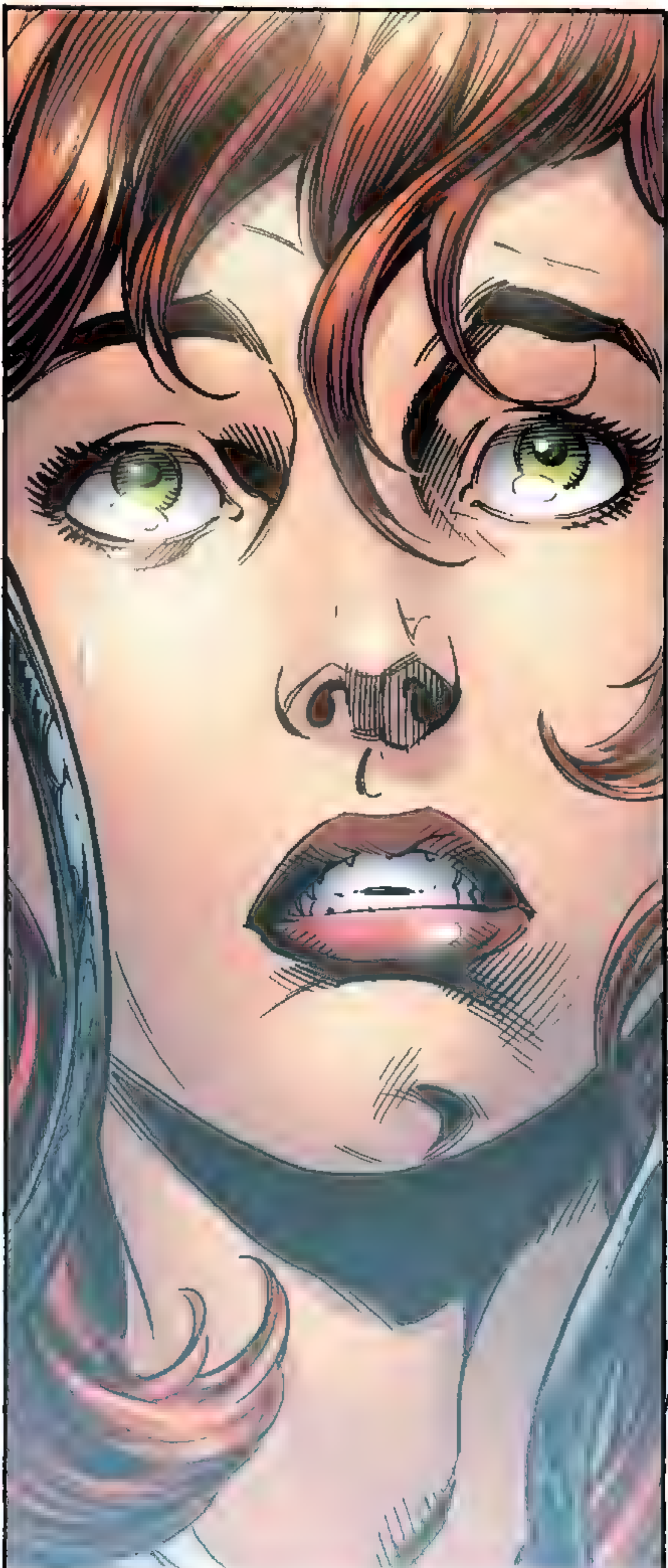
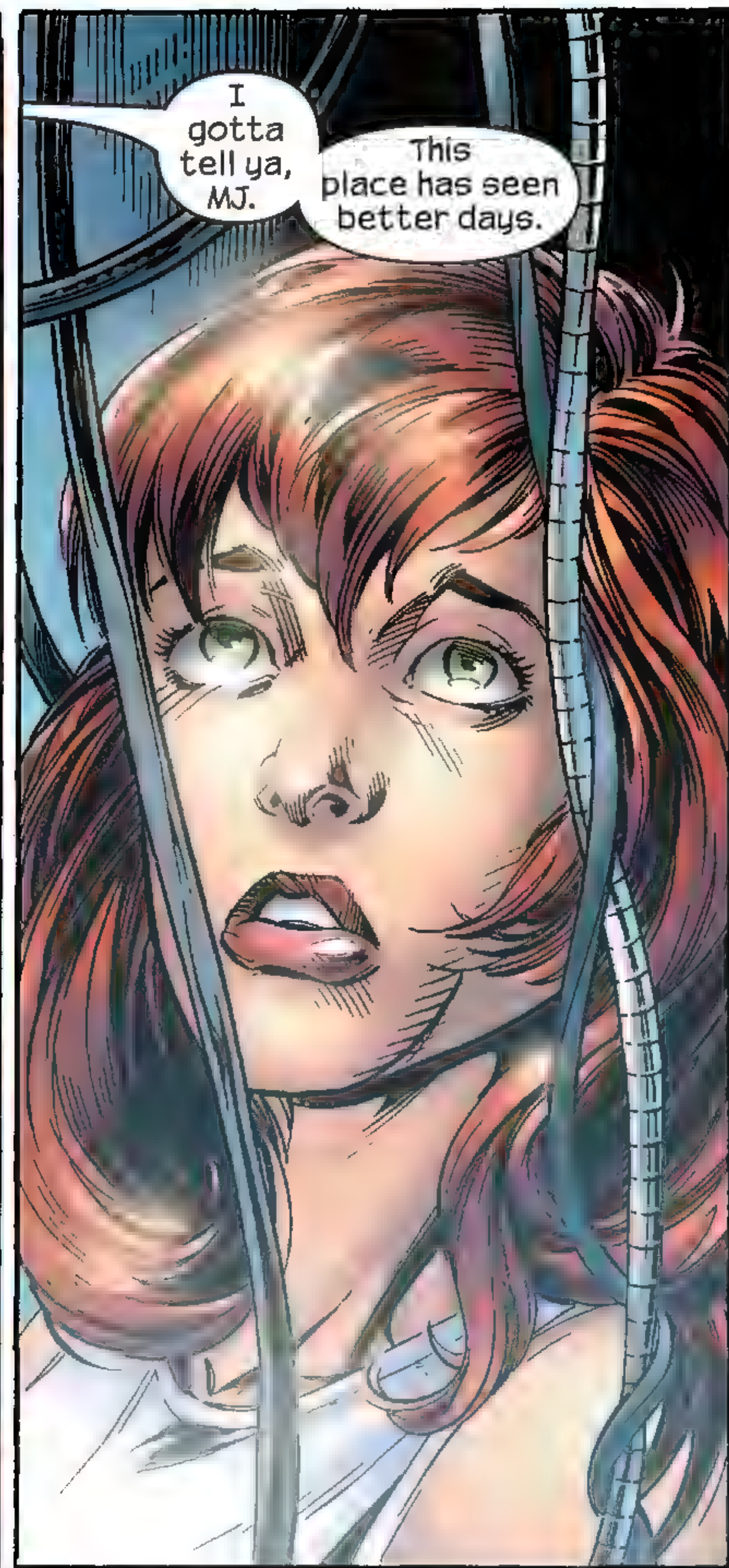
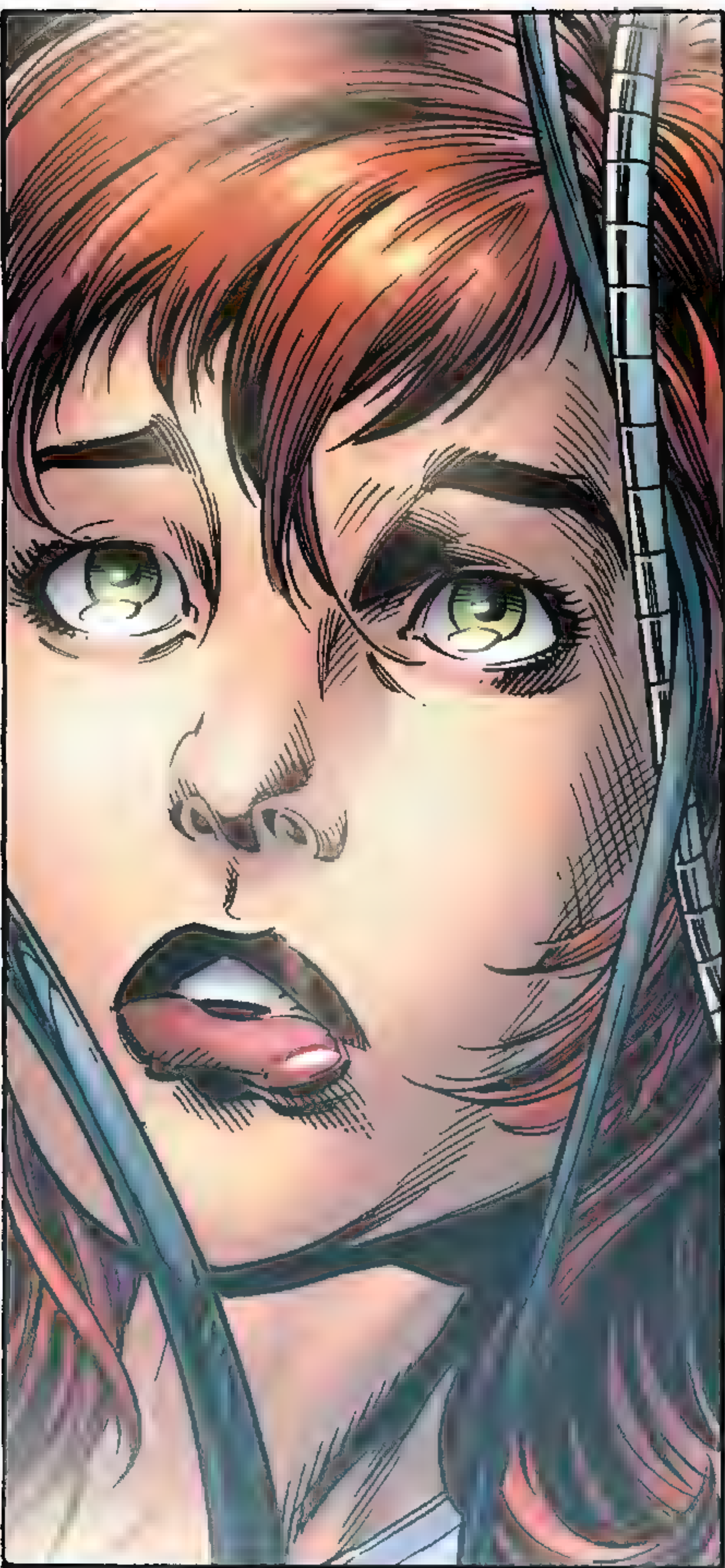
No! No, *stop this! Stop.* Everyone!

I- I want *answers!!*

I want to know what this is.

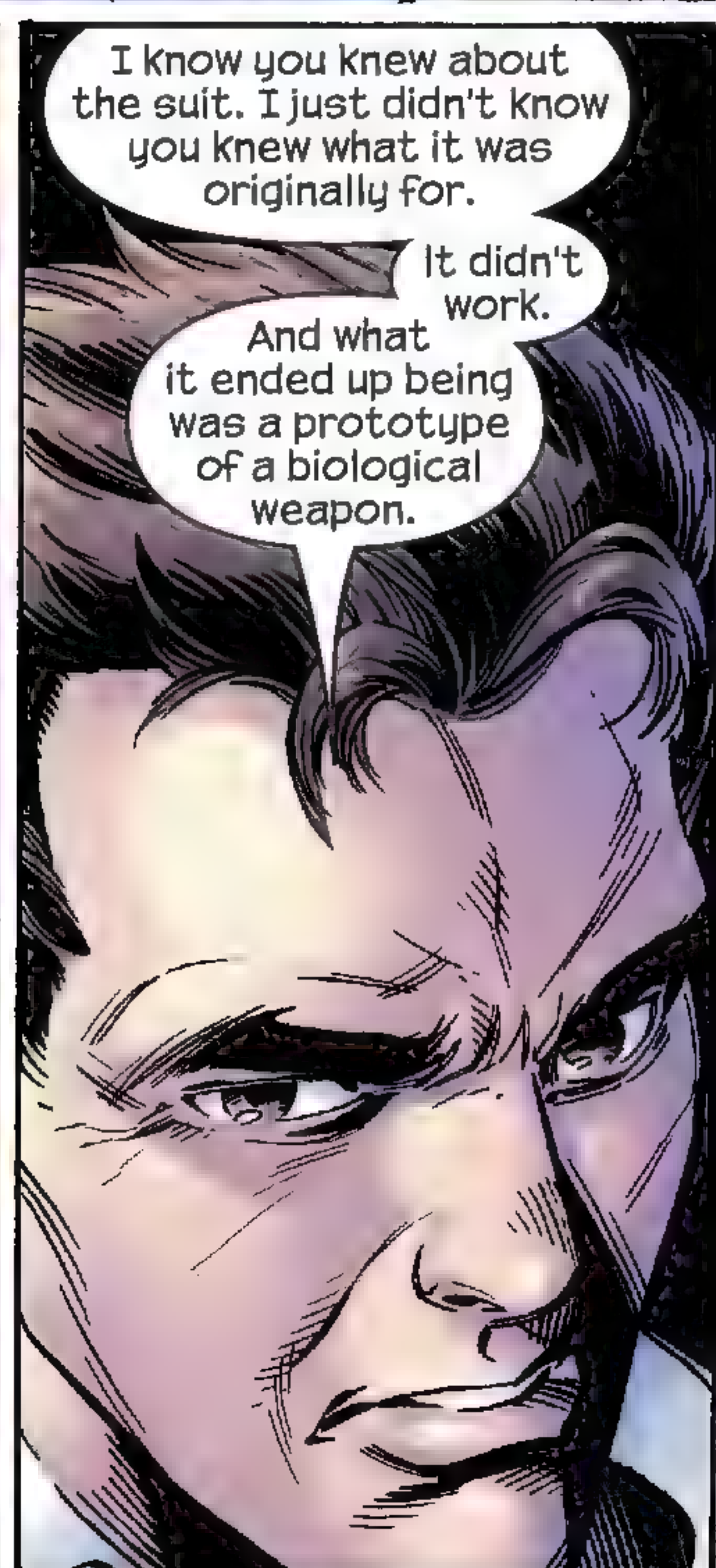
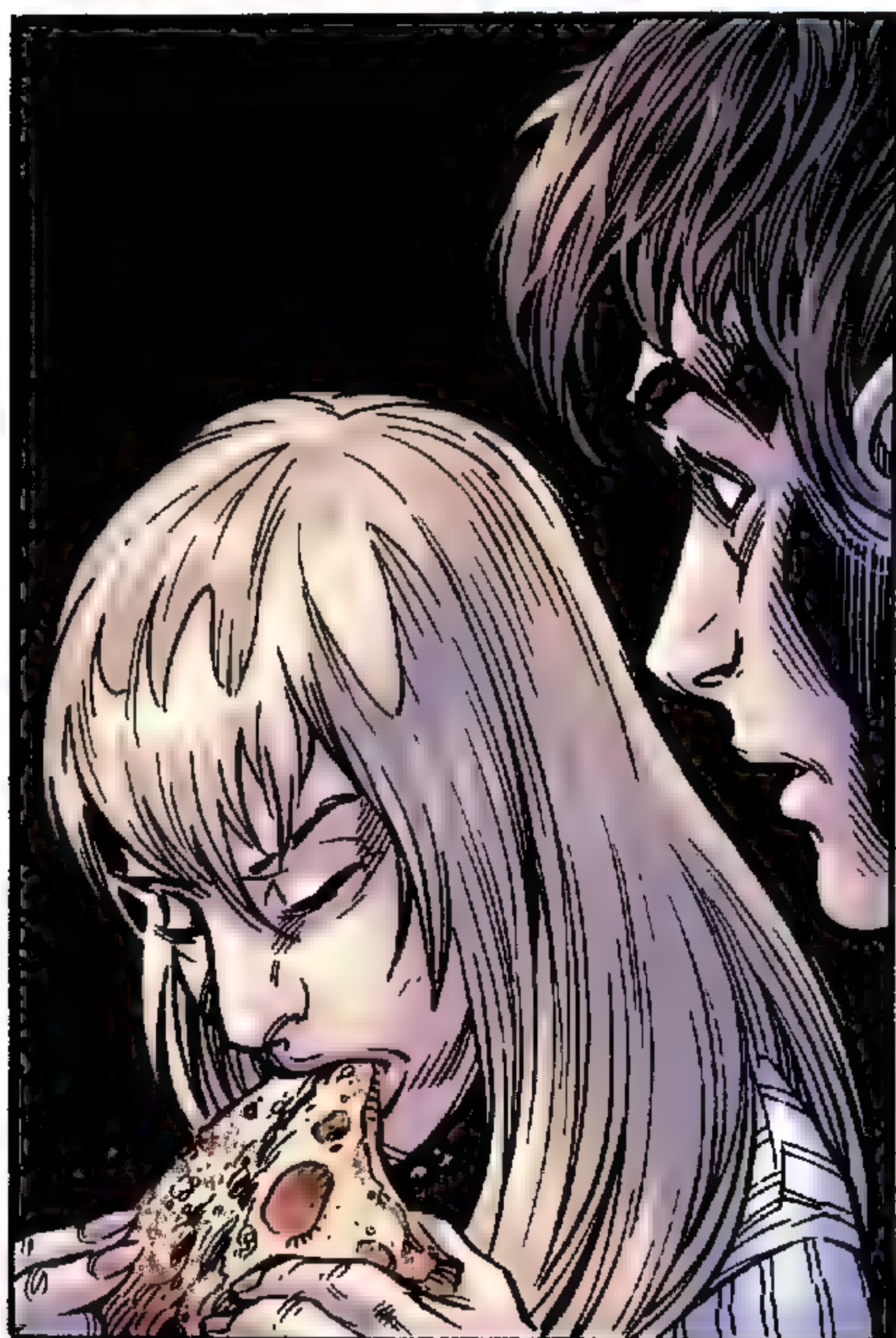
Aunt May, did you *know* my dad was alive?





Get
away from
her.





"This was complete failure to me."

"I wasn't looking to make weapons or freak biological accidents."

"I was trying to *help* people."

"But like the guy who accidentally discovered penicillin...sometimes you get what you get."

"And the people we were working for technically owned it."

"And *they* liked what they had."

The man who "owned" it was named Bolivar Trask. He's dead now.

But back then he *had* us.

We begged him to stop doing biological weapon experiments with what we found- and his lawyers shut us down.

They took it away from us.

You can't countersue a billion-dollar corporation unless you have a billion dollars and I didn't have a billion dollars.

And I ran out of money.

And I was sitting in my basement, not allowed to work on my life's work.

But irony of all ironies is that Trask still *needed* us- we were the experts.

He was willing to make a new deal.

We got an offer from Trask Industries to continue our work.

A second chance.

They'd still want to figure out the biological weapon angle but at least we'd get to control it and actually own a little piece of it.

And, uh, I said yes.

"Eddie Brock was my partner in all this."

"So the Brocks and the Parkers were going to be rich and famous."

"We were all invited to Chicago for a contract signing and a big celebration but--"

Richard, get on the plane.

It's wrong.

I can't. It- it's not what I want my life to be like.

What do you--?

This isn't what I wanted from my life's work.

What *did* you want your life to be like, Richard?

They are going to create this with or without you.

So you can either get what you have coming to you and control the situation from within *and* get a little piece of it...

Or you can sit it out and wonder what happened.

"Control it from within"? Mary, that's just--

It's grown-up talk, Richard.

You have a son! You don't think he knows what's going on?

This is a *second chance!*

No.

Get on the plane!

No.



Richard--

What's going on?

He doesn't want to *sign* now, Ed.

We're- are you serious?

It's not what we wanted.

Yeah, I know.

We're- I thought we agreed we're kinda past that now. We're broke.

I'm out.

You're out??

I'm an officer of our corporation, I can sign it, too.

I don't want this.



GATE 12

Grow up!

(I'm so sick of this.)

Just- come on, let's just go, we'll--

No.

I'll call you when we land--

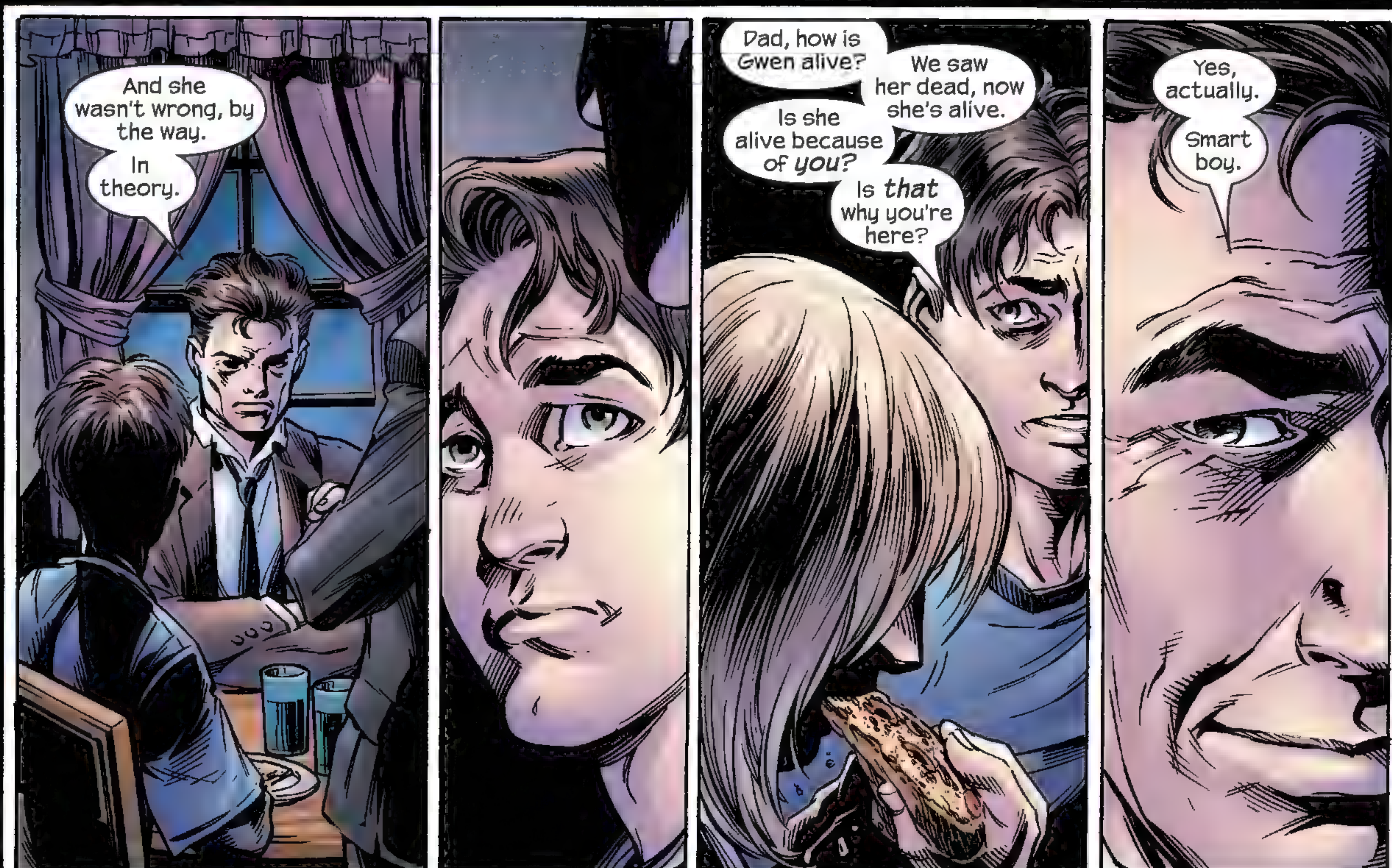
"I'd love to tell you the last words your mother said to me were 'I love you.'"

"But they weren't."

"I'm pretty sure we would have gotten divorced had the plane not crashed."

"I loved your mom."

"I *still* love your mom. But it wasn't going well."



And she wasn't wrong, by the way. In theory.

Dad, how is Gwen alive?

We saw her dead, now she's alive.

Is she alive because of you?

Is *that* why you're here?

Yes, actually. Smart boy.



SMACK



Agfh!

CRASH



Peter, settle down!

THACK

You don't--



I knew you would try something like this!

SPOK

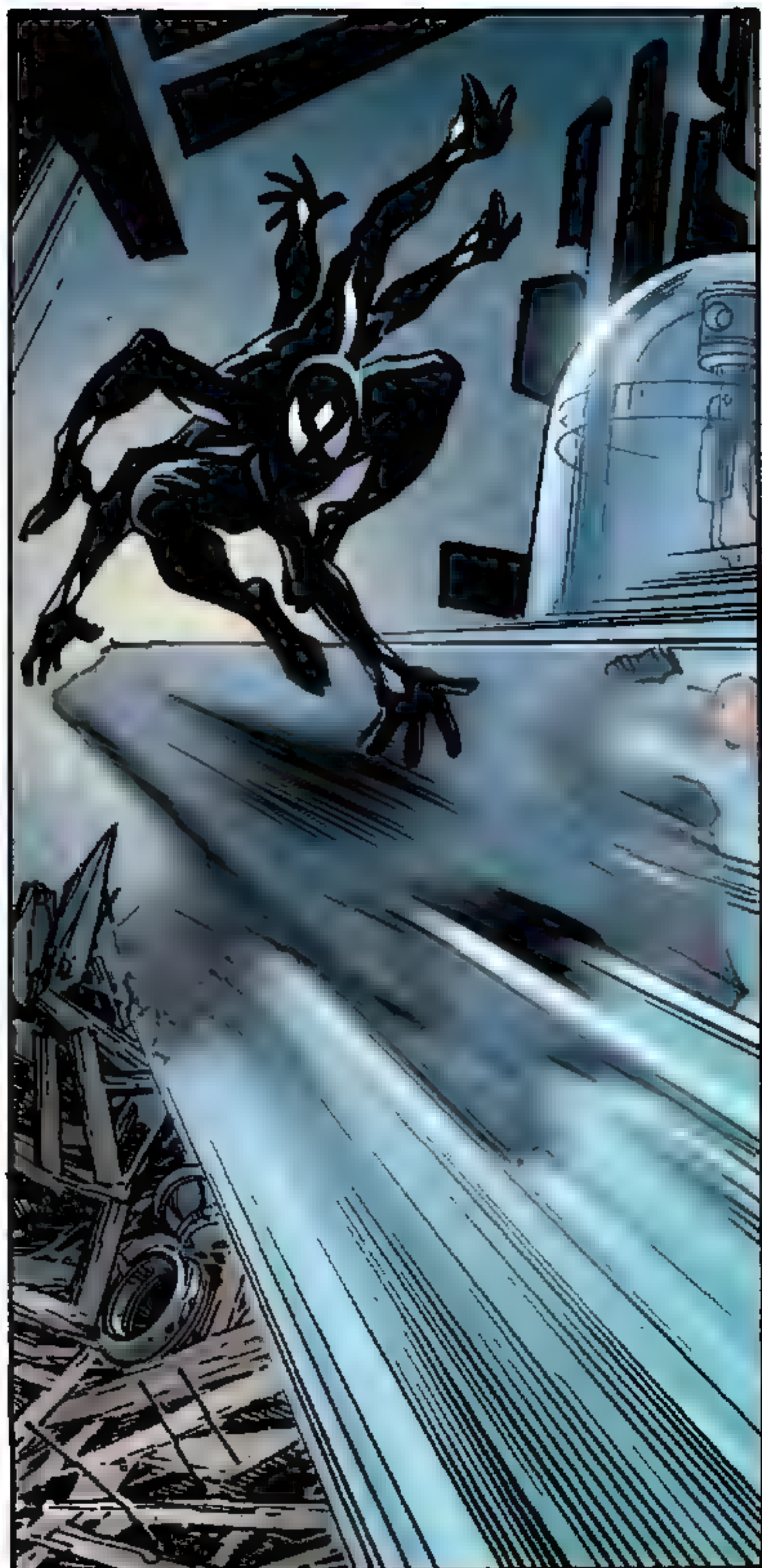
SPOK

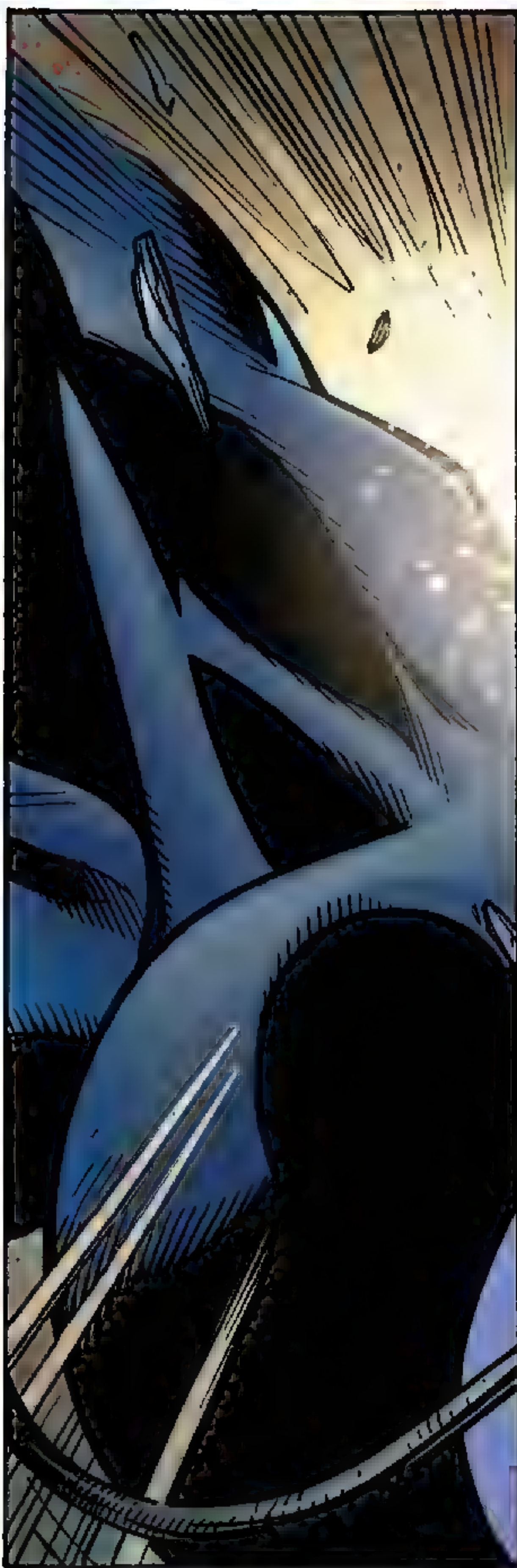
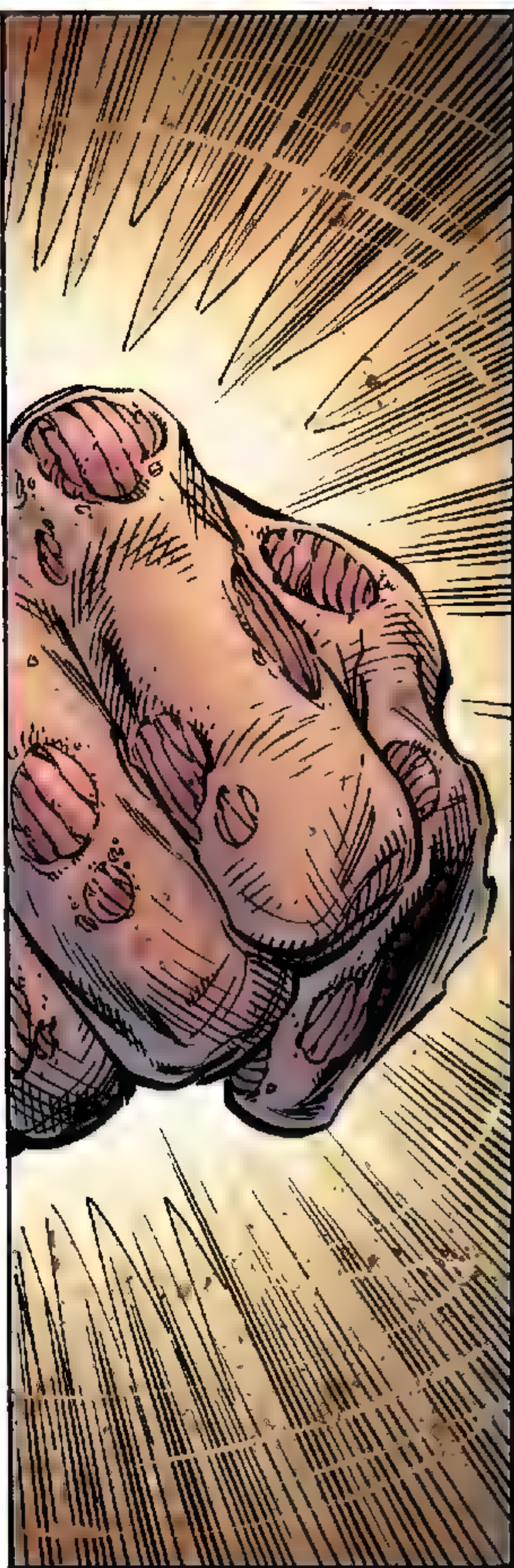


You're not touching her!

It's not going to happen!

SMACK











Because he wants to put together a team of Captain Americas and police the world.
Who wants to do that?

Maybe he's a really good guy?

Uh-huh.
The offer is: we want you to continue your work.
Underground.

My work?
Your genetics work.

I'm told, I won't even pretend to know, it is/was ten years ahead of every-one else's.
Yeah, but-

How would you like to stay invisible to the world, with fully-funded projects to work on?

And never have to worry about who you're working for ever again because you'll be working for the good guys.

I don't make weapons.

Richard, **everything** is a weapon. This **spoon** is a weapon.

So let's put that lofty aspiration aside.

That kind of thinking is what got your wife killed in the first place.

And **who** was supposed to be **on** that plane?

What are you saying?
It was a **whole plane**.

What does the size of the plane or how many people were on it have to do with anything?
You were a problem to a sociopath billionaire who now thinks he's eliminated the problem.

You're lying!
I'm not.
Prove it.

We can't. That's how these types of things are done when done well. So it can't be proven.

It's out there now.
Your work has been stolen.
We need to one-up it. Stay on top of it. Trask won't know what hit him.

And at the same time, you'd be building something that will eventually act as an invisible insurance card against Nick Fury if and when he gets out of control.

Which is my job, by the way.

I promise you, the goal here is to leave the world better than we found it.

Safe and healthy.

We **want** you to cure cancer, we **want** you to cure AIDS. We want you to cure every-thing!

But that said: there's a genetic war going on that we cannot lose.

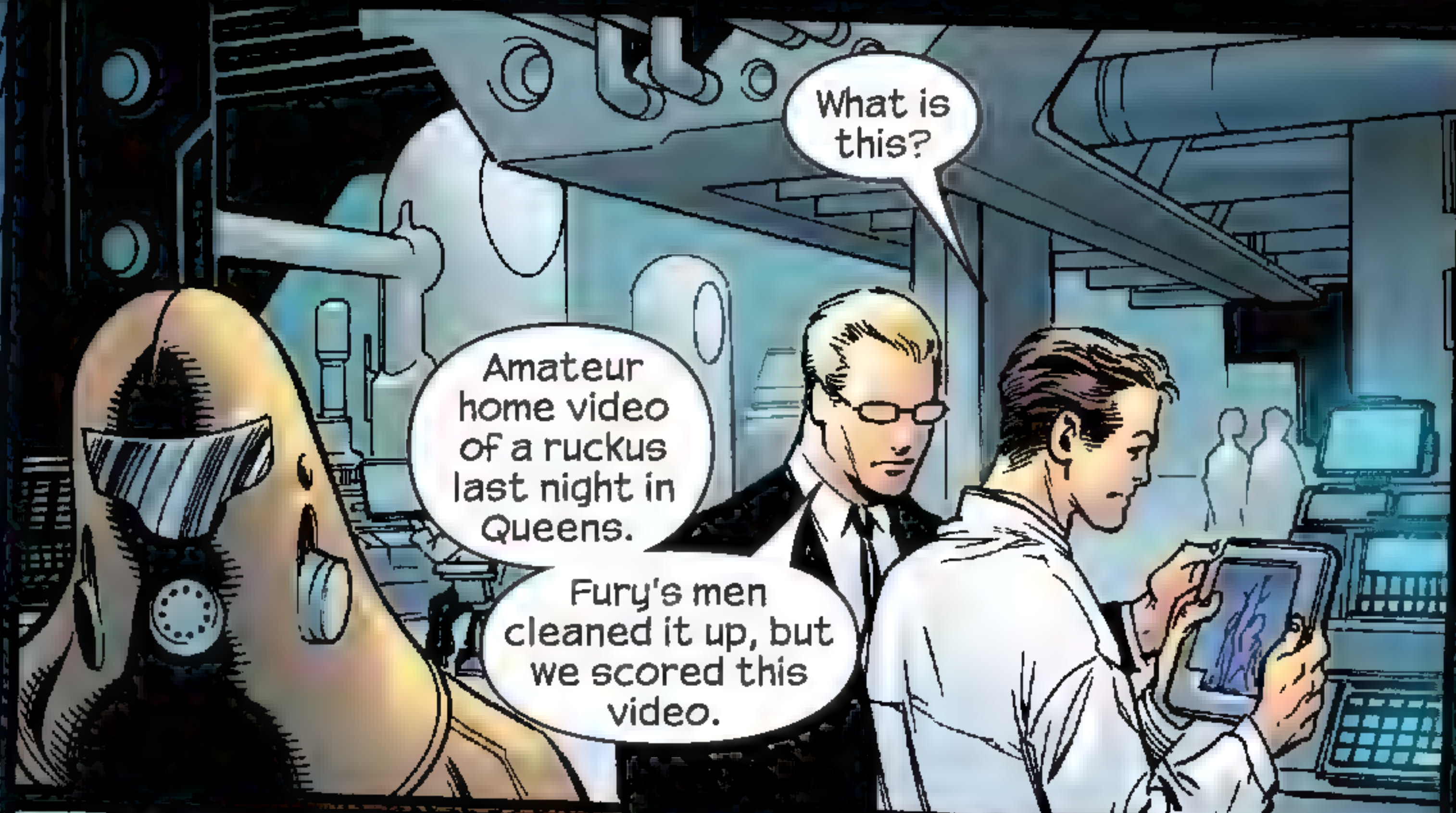
The best way to change the system is to work within the system.

How!!?
Is!!?
Gwen??!!
ALIVE??!!

I'm getting there.



AGGH!!



What is this?

Amateur home video of a ruckus last night in Queens.

Fury's men cleaned it up, but we scored this video.

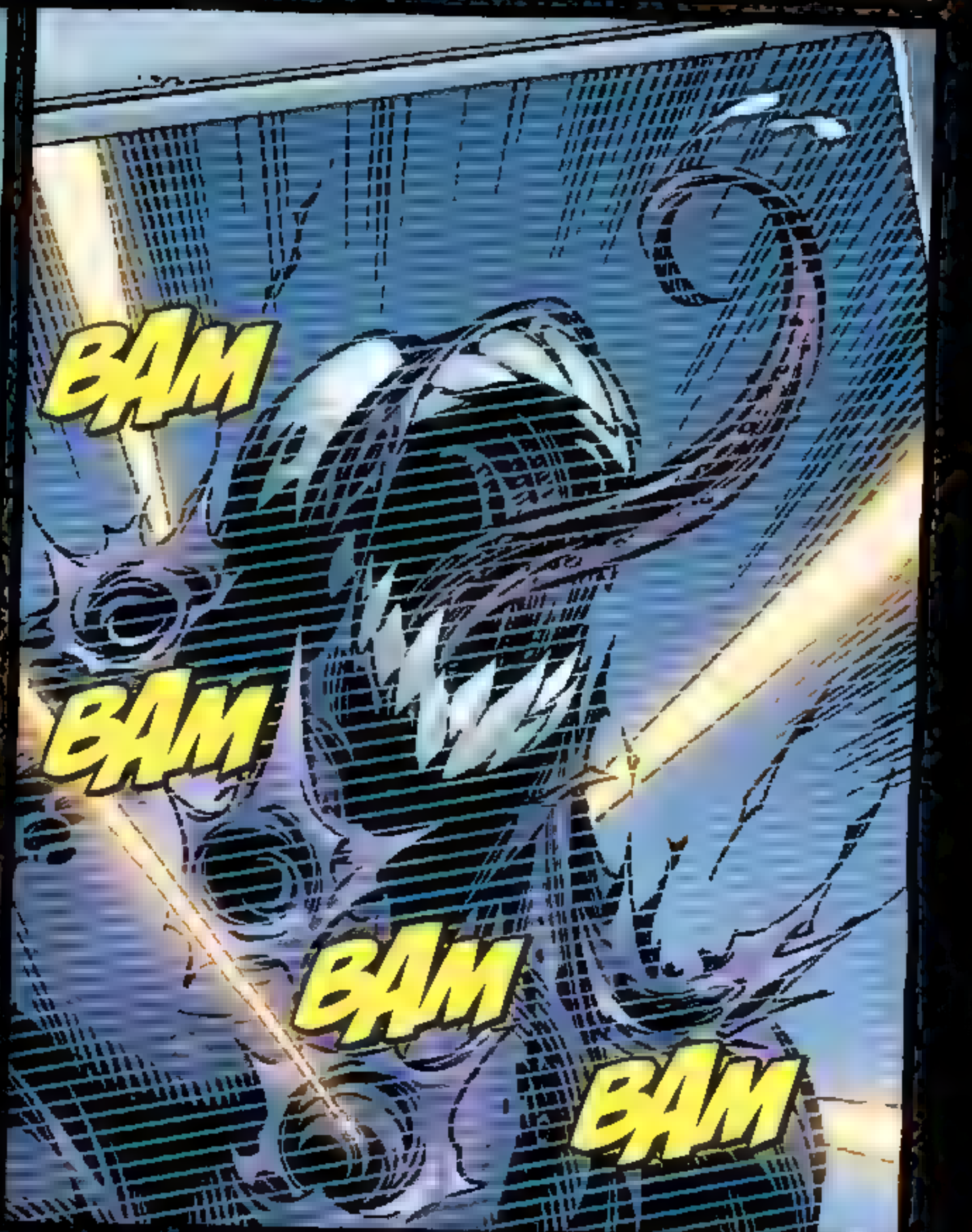


Sit down, Eddie!



That's-that's the suit!

Keep watching.



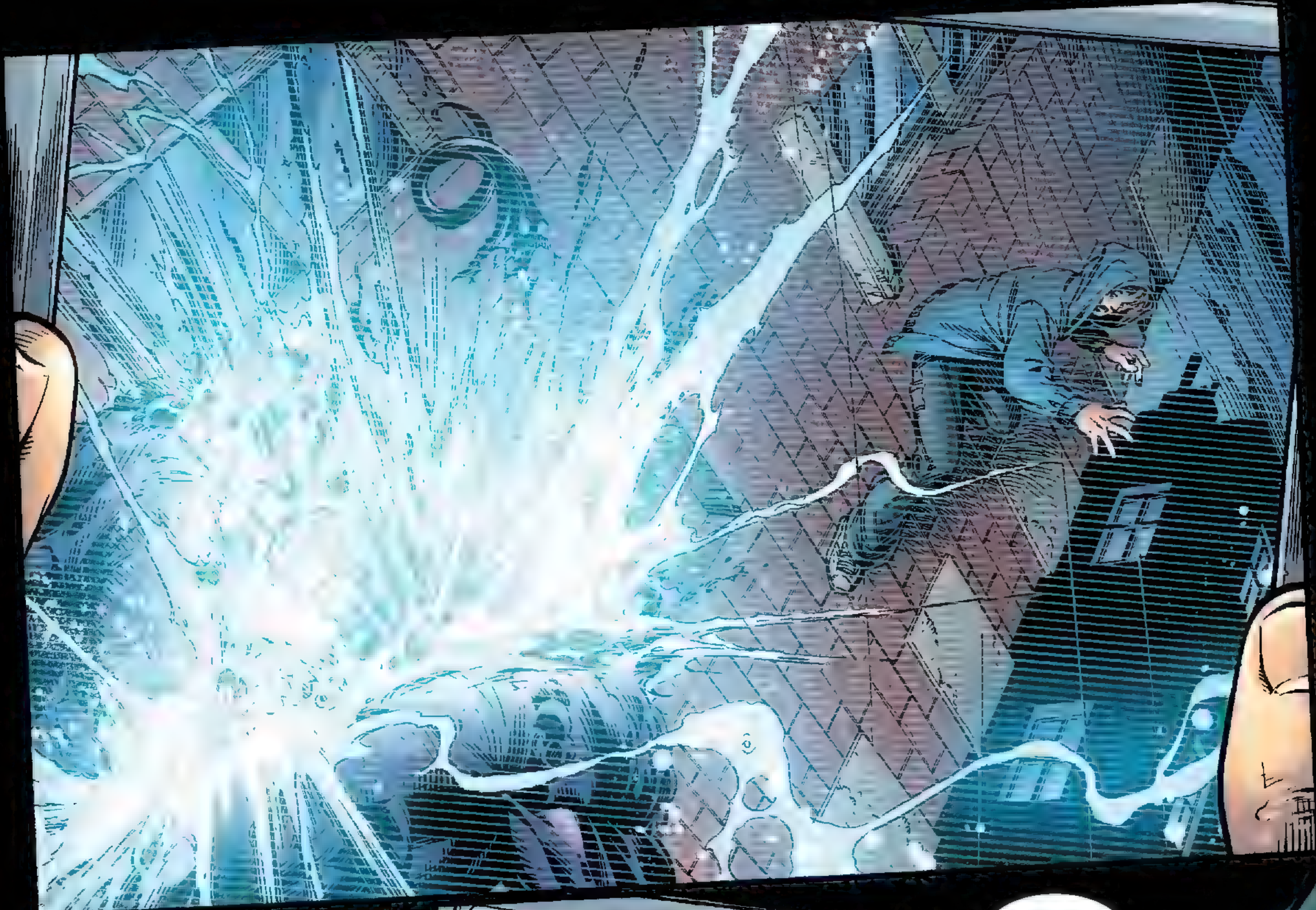
BAM

BAM

BAM

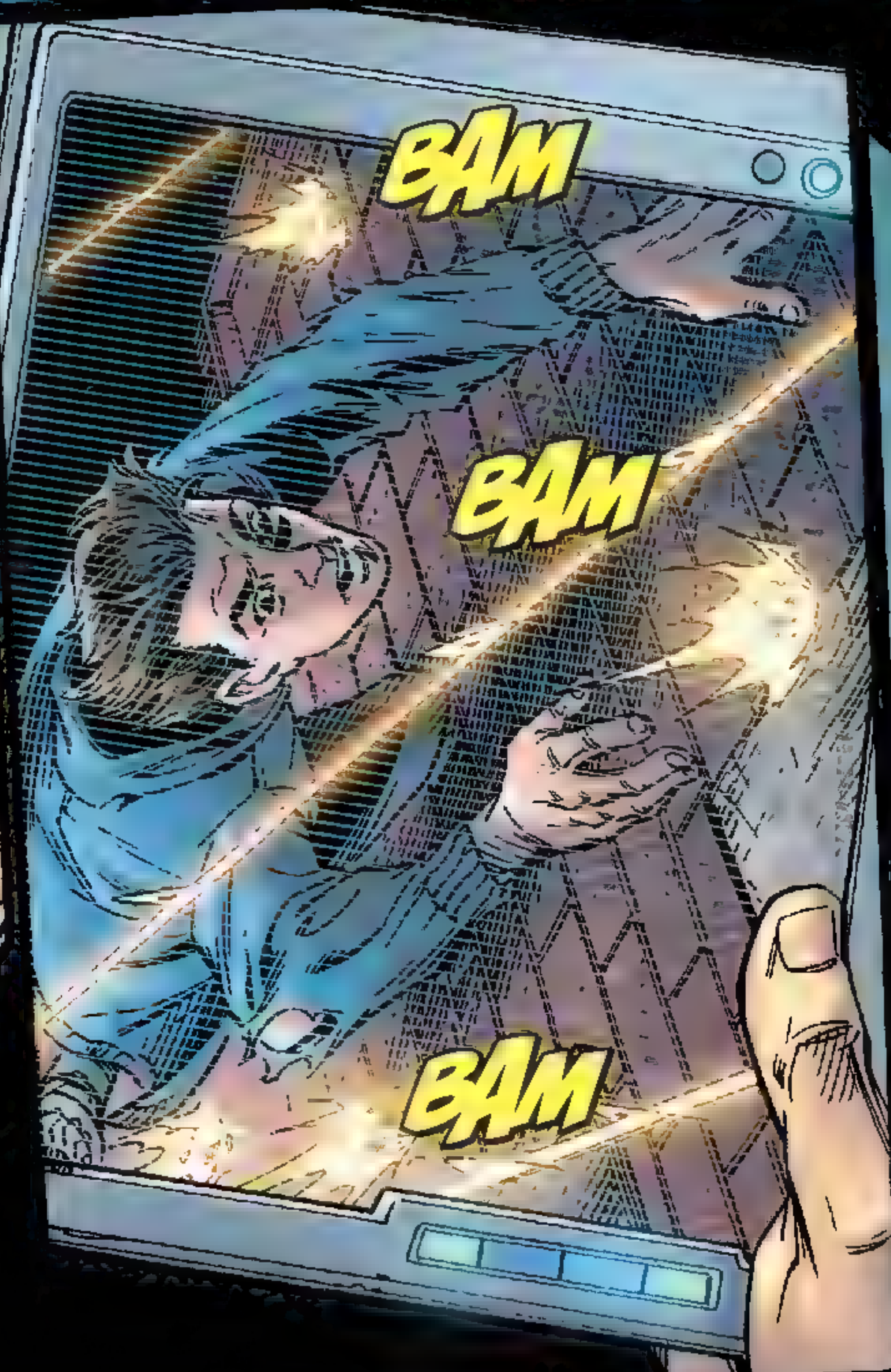
BAM





Oh my God...

Keep watching.



That boy...
Mutant?

Nope.

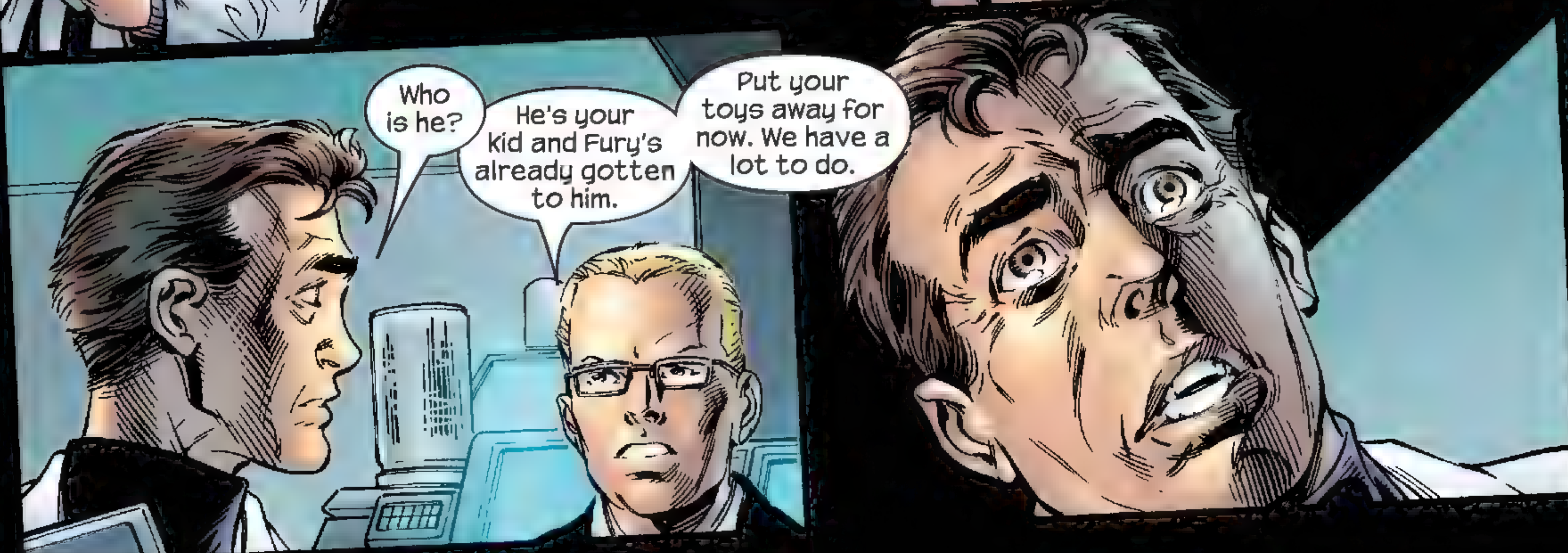
That's
Spider-Man.

The guy-
the guy in the
costume?

Usually,
but not last
night.

He looked
ten years
old.

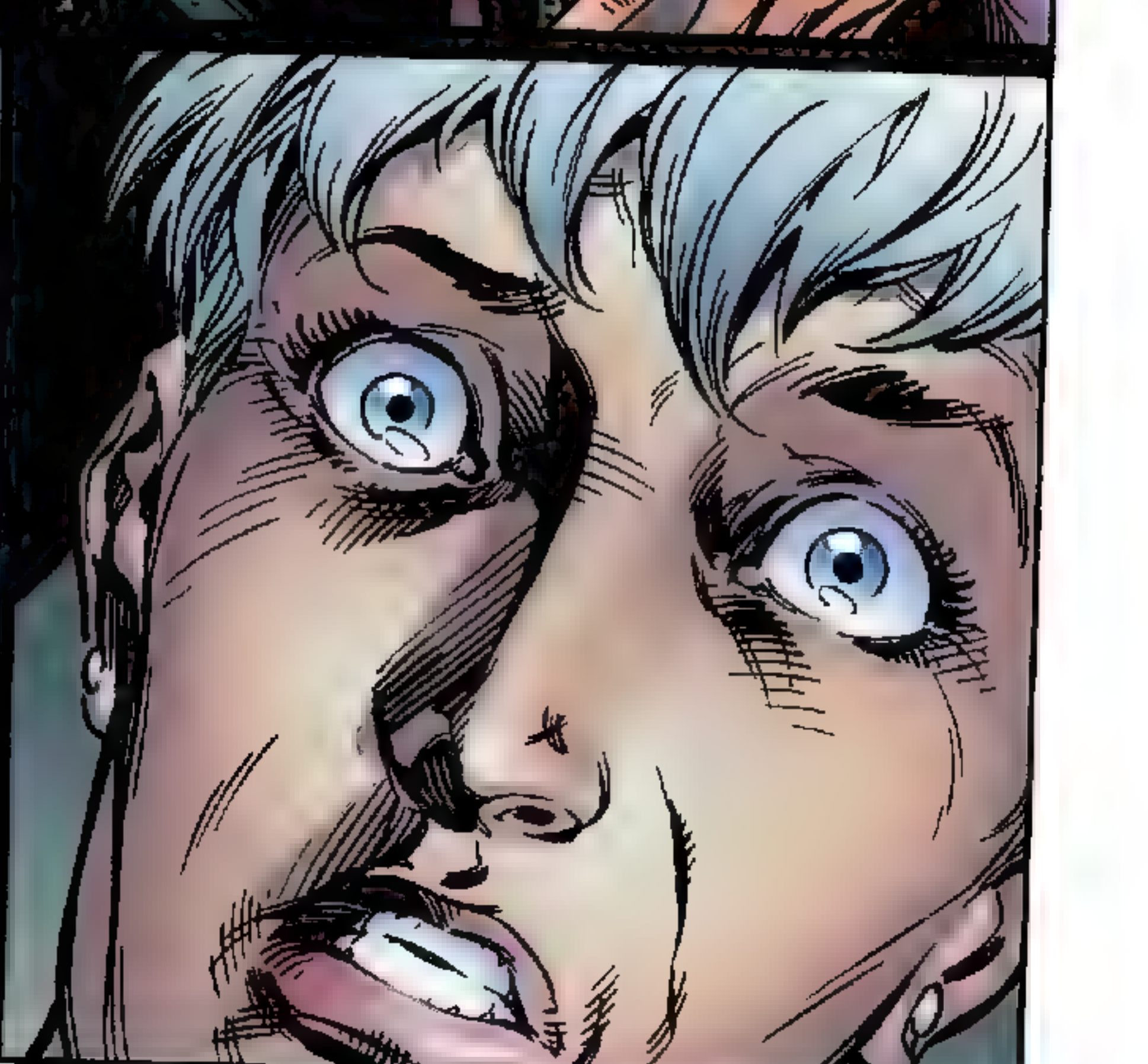
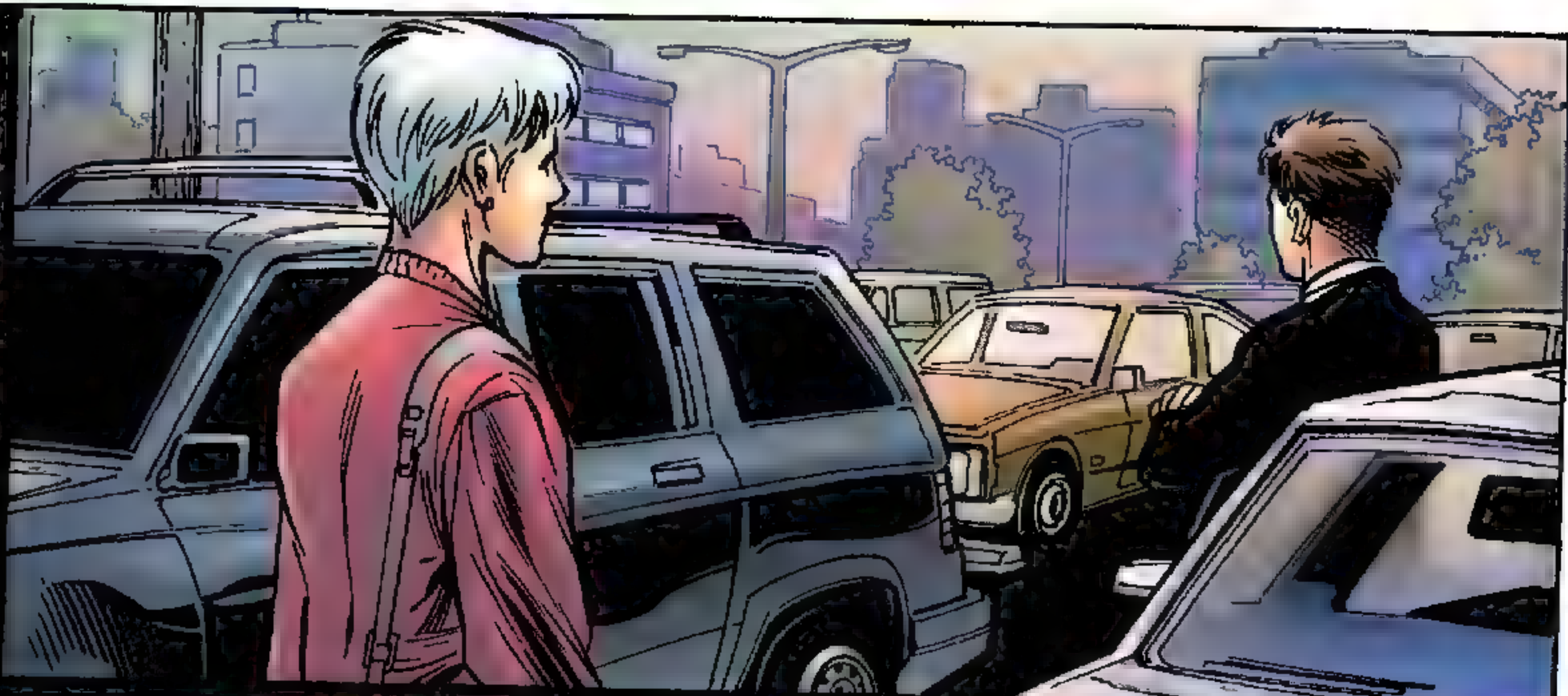
Fifteen.



Who
is he?

He's your
kid and Fury's
already gotten
to him.

Put your
toys away for
now. We have a
lot to do.





You monster!!

I wasn't *on* the plane.

Go to hell!

I was supposed to be.



All this time??

You stay away from him.

You're an evil, selfish monster and you don't deserve to even *know* him.



I- I didn't kill Mary.

I didn't mean for *any* of this to happen.

What do you want from us, Richard? A family? Hugs?

You stay away from *me* and you stay away from *him*. I mean it, Richard!!

He has a chance to be happy.

The first Parker in history to grow up and have a normal life and be happy.

And I swear to God if you come at him like this, I will--



Normal life?

May, he's *special*.

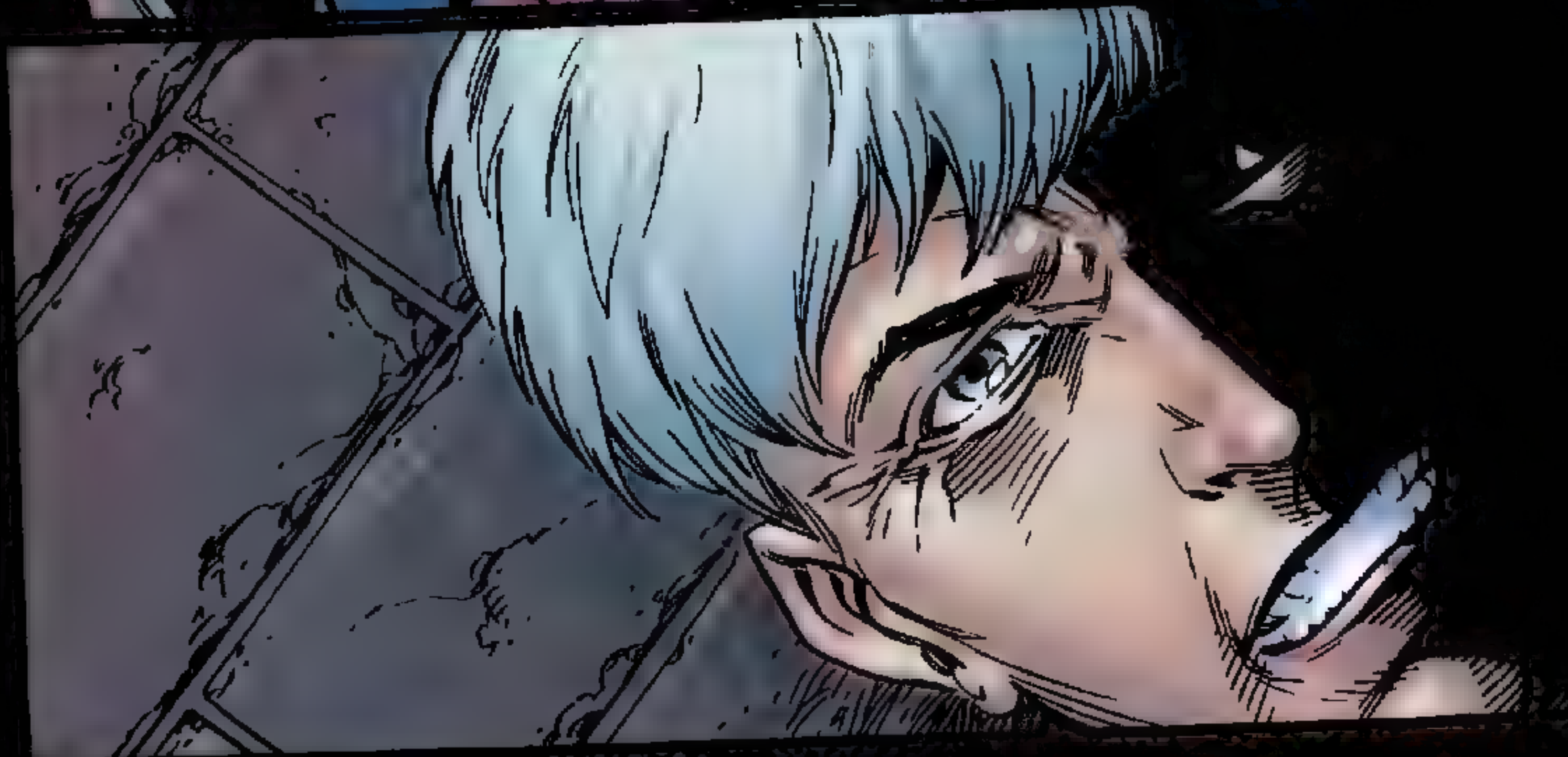
No thanks to you.

Do you even know *how* special he is?

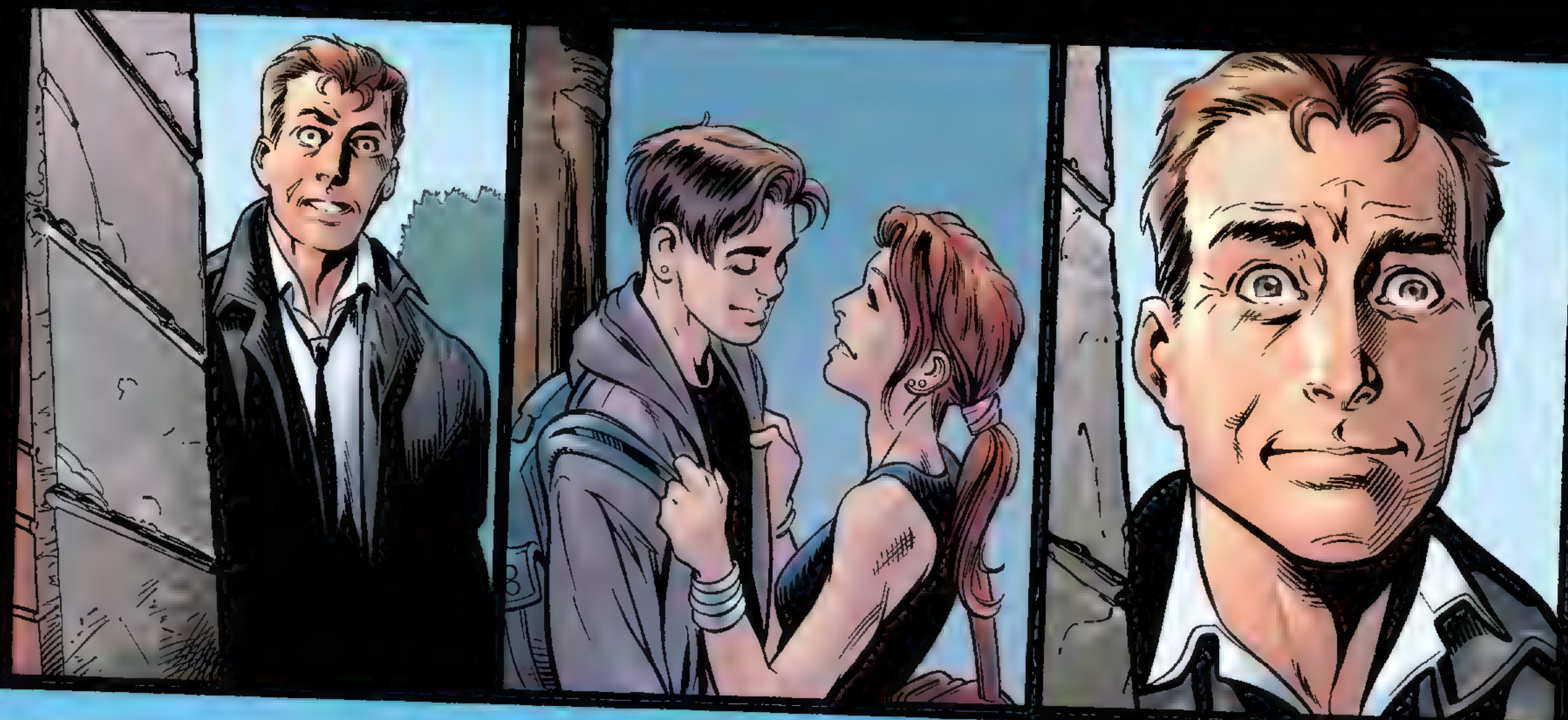


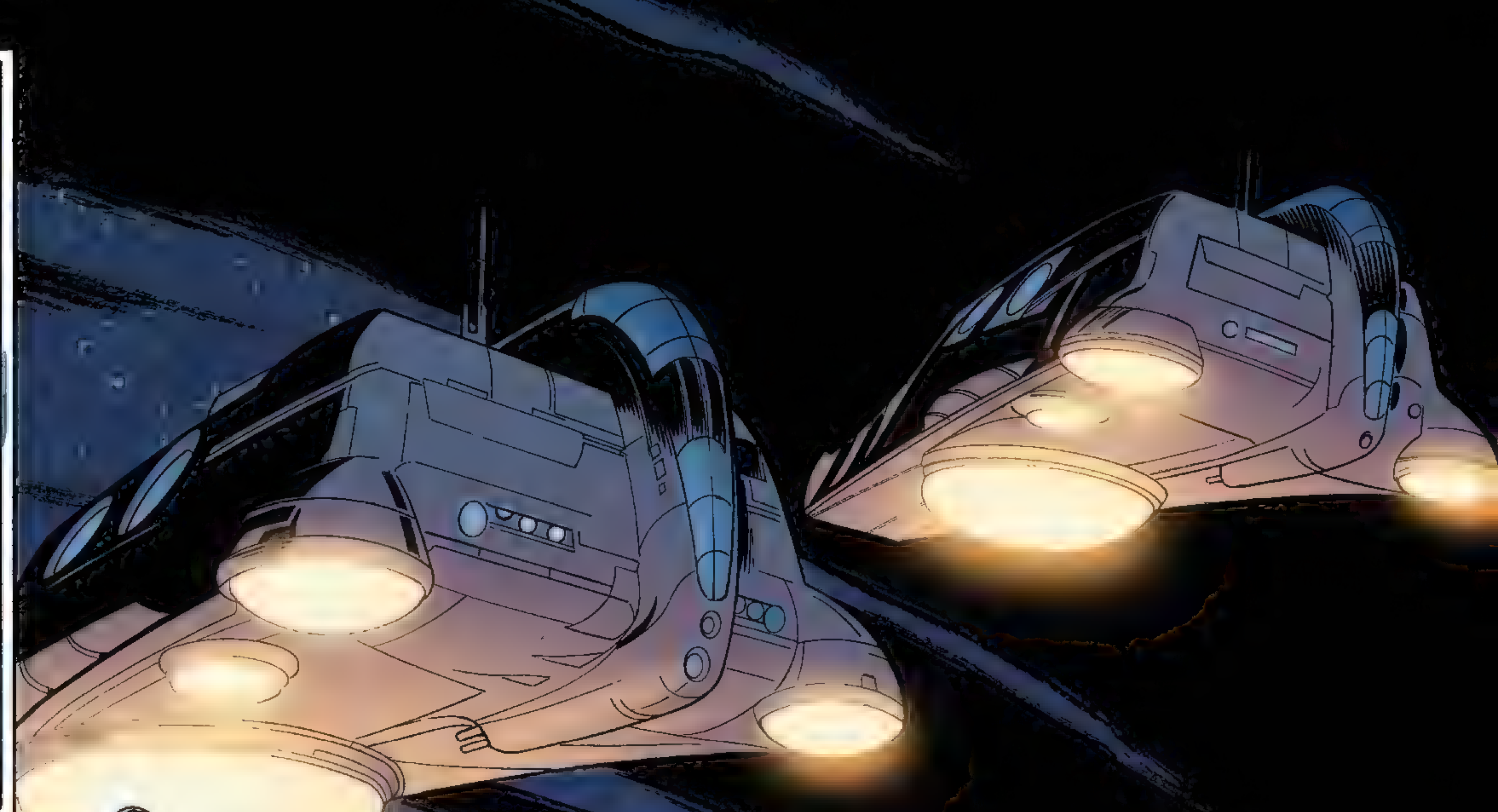
Where've you been, Richard?

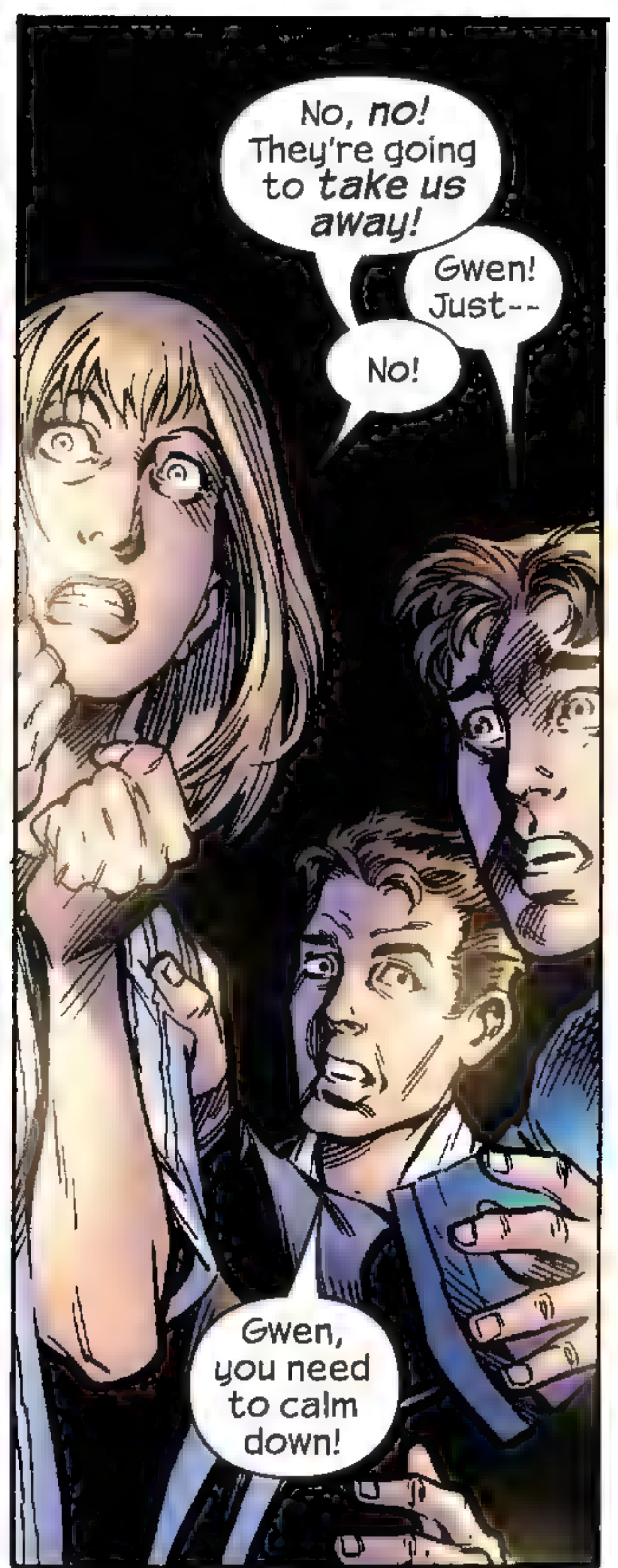
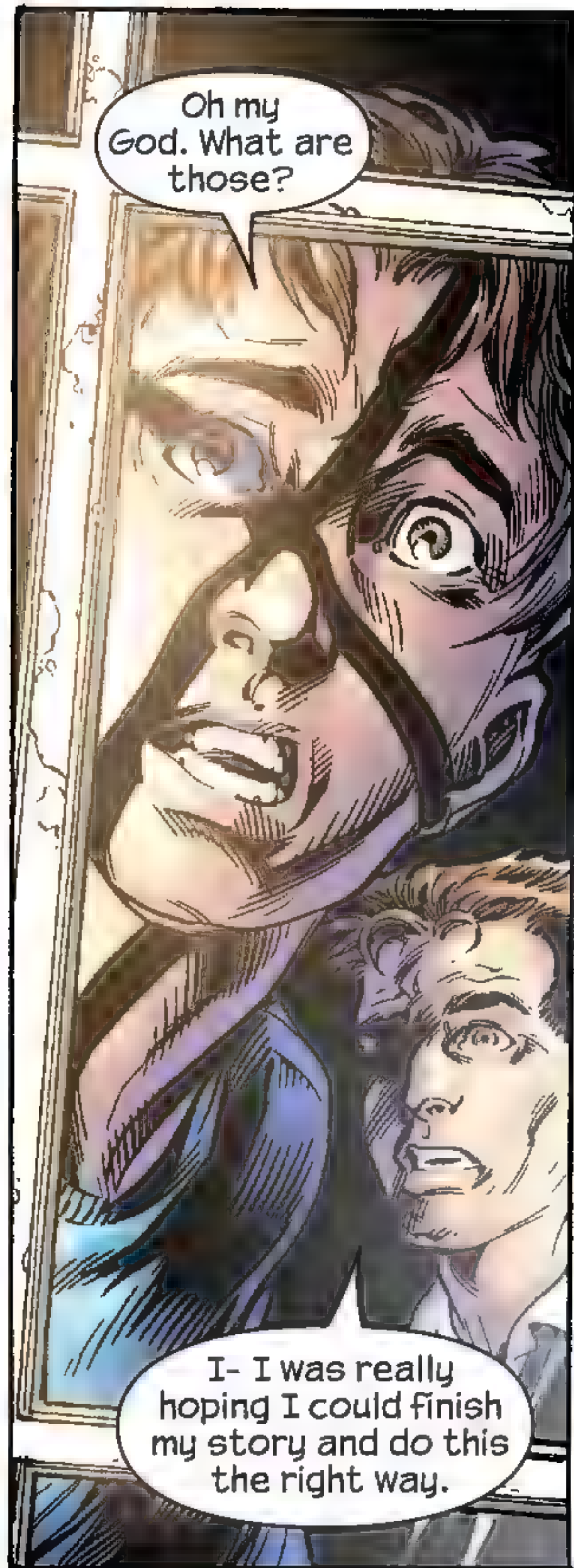
I- I really can't say.

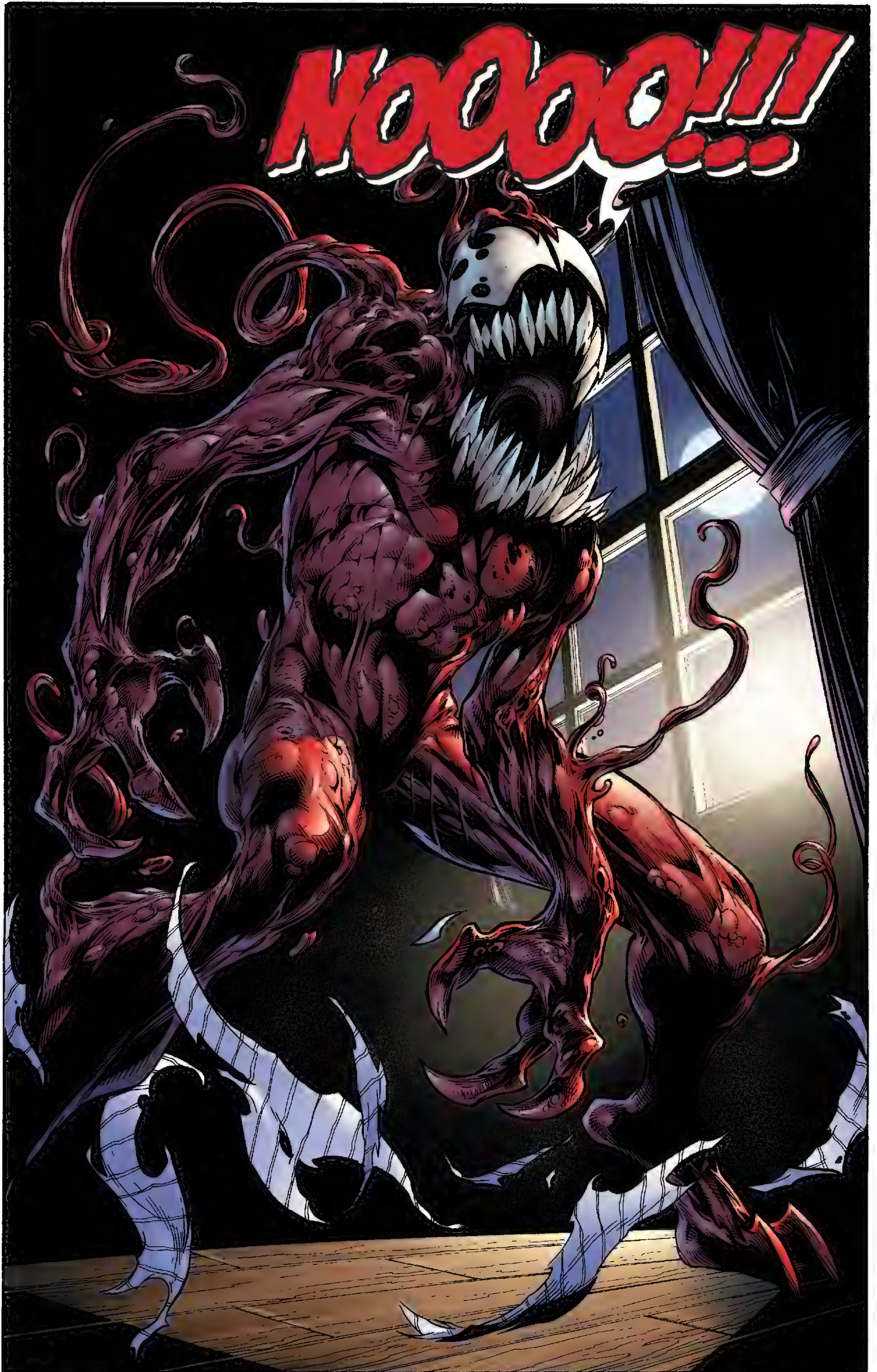


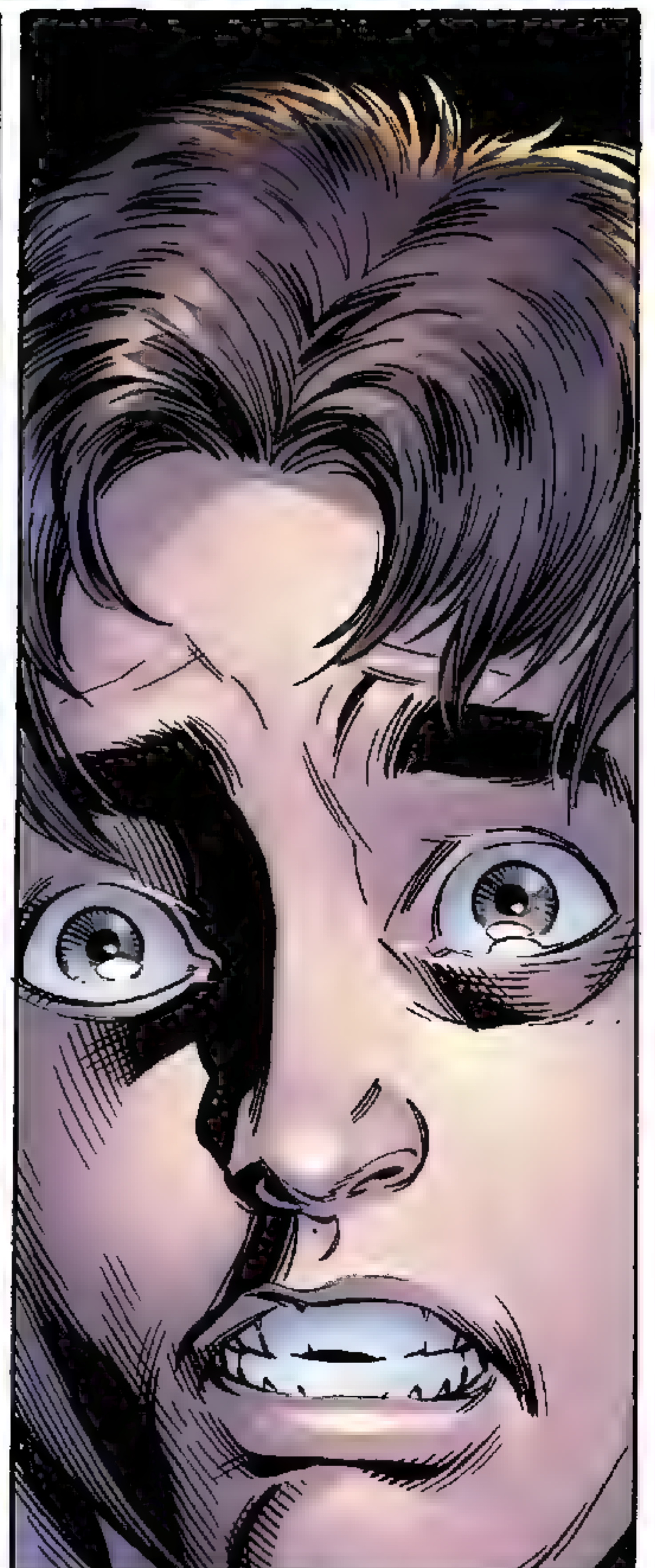
Stay away from him!!

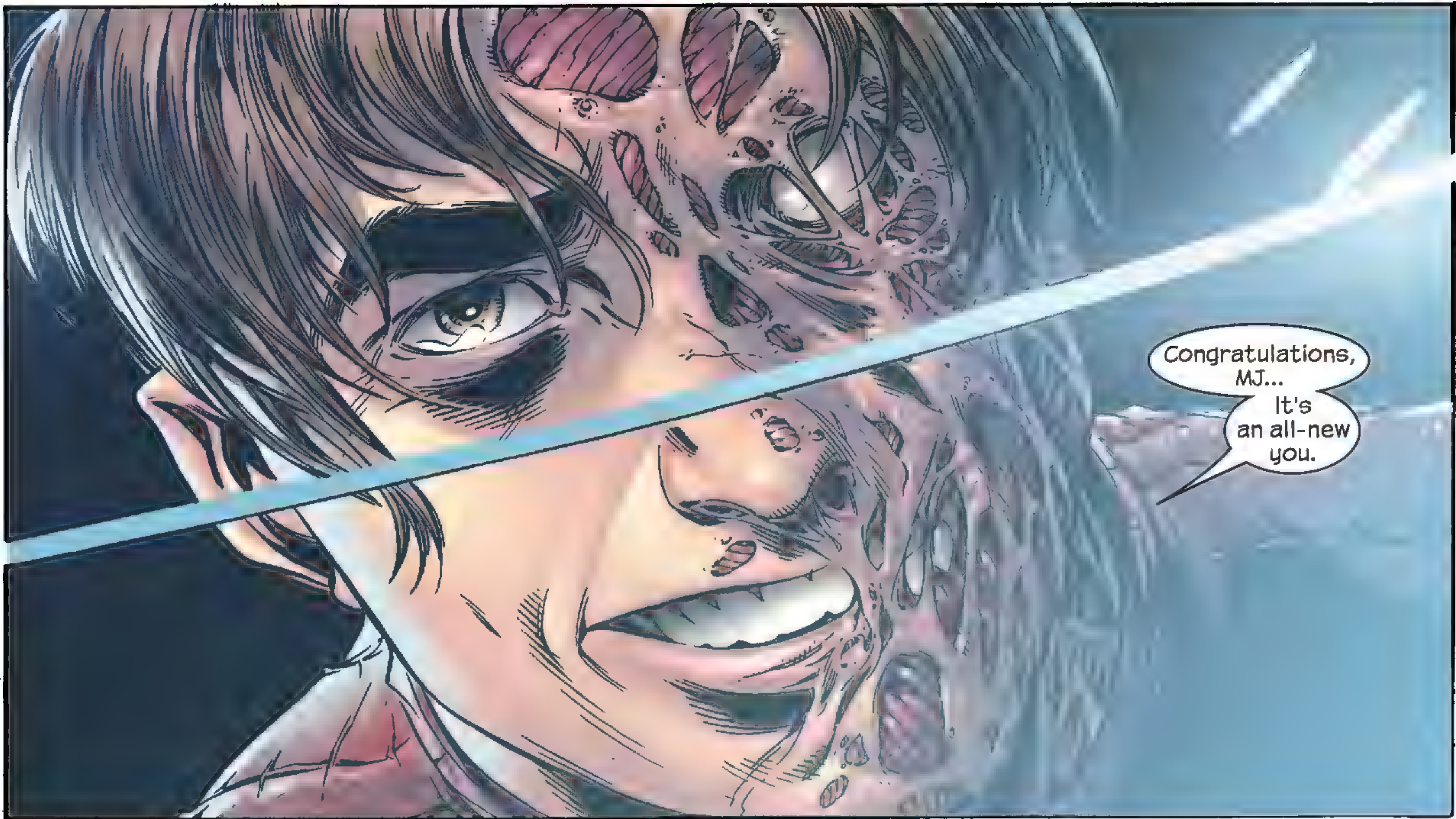
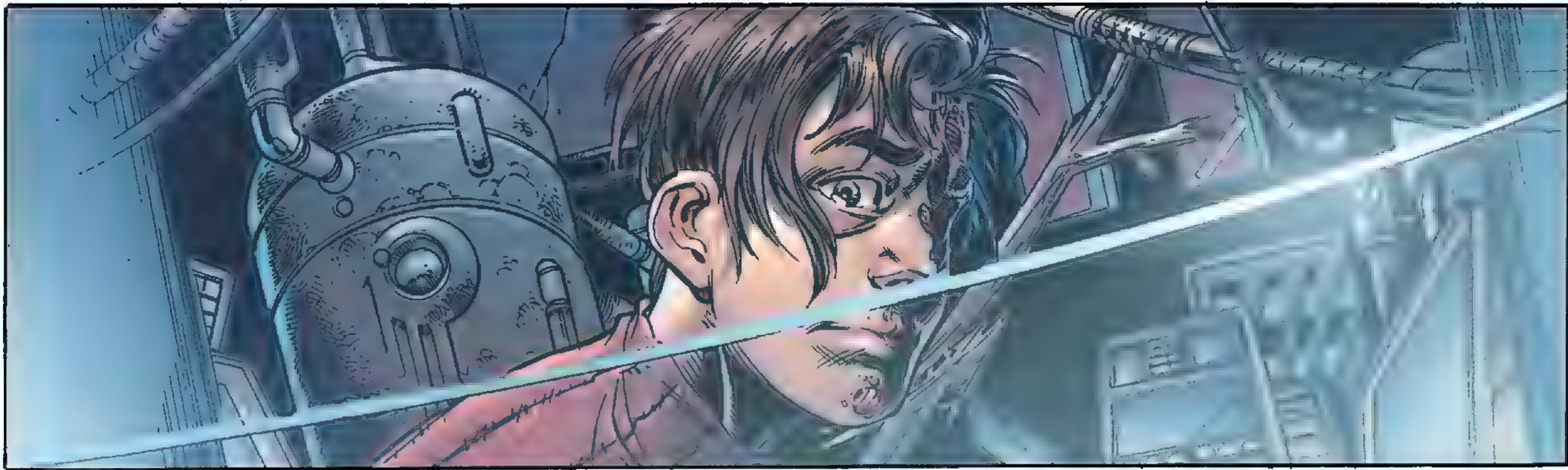
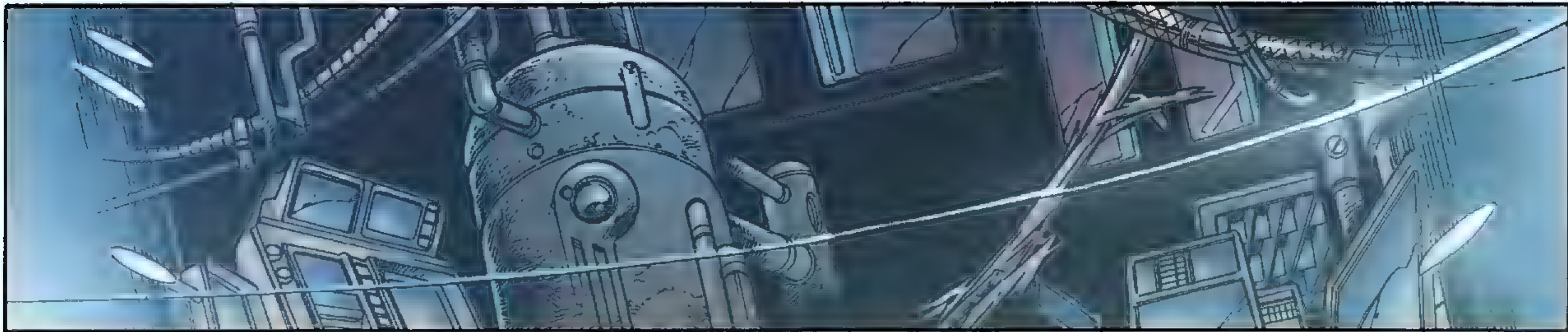
















THURAGH!

This is One Eye Eagle and we are under attack!!



This is the
Tinkerer broadcasting
live from the basement
of the Triskelion.

Do you read!!!?
We are under
attack!!

Uh, isn't
that why you had
me make the Spider-
Slayers- because you
pretty much knew you
were going to have
to slay a spider,
over?



Don't get
smart with me,
you little
%o^&*&*!

We have
elements to
this conflict that
we did not
foresee.



Whoah!!

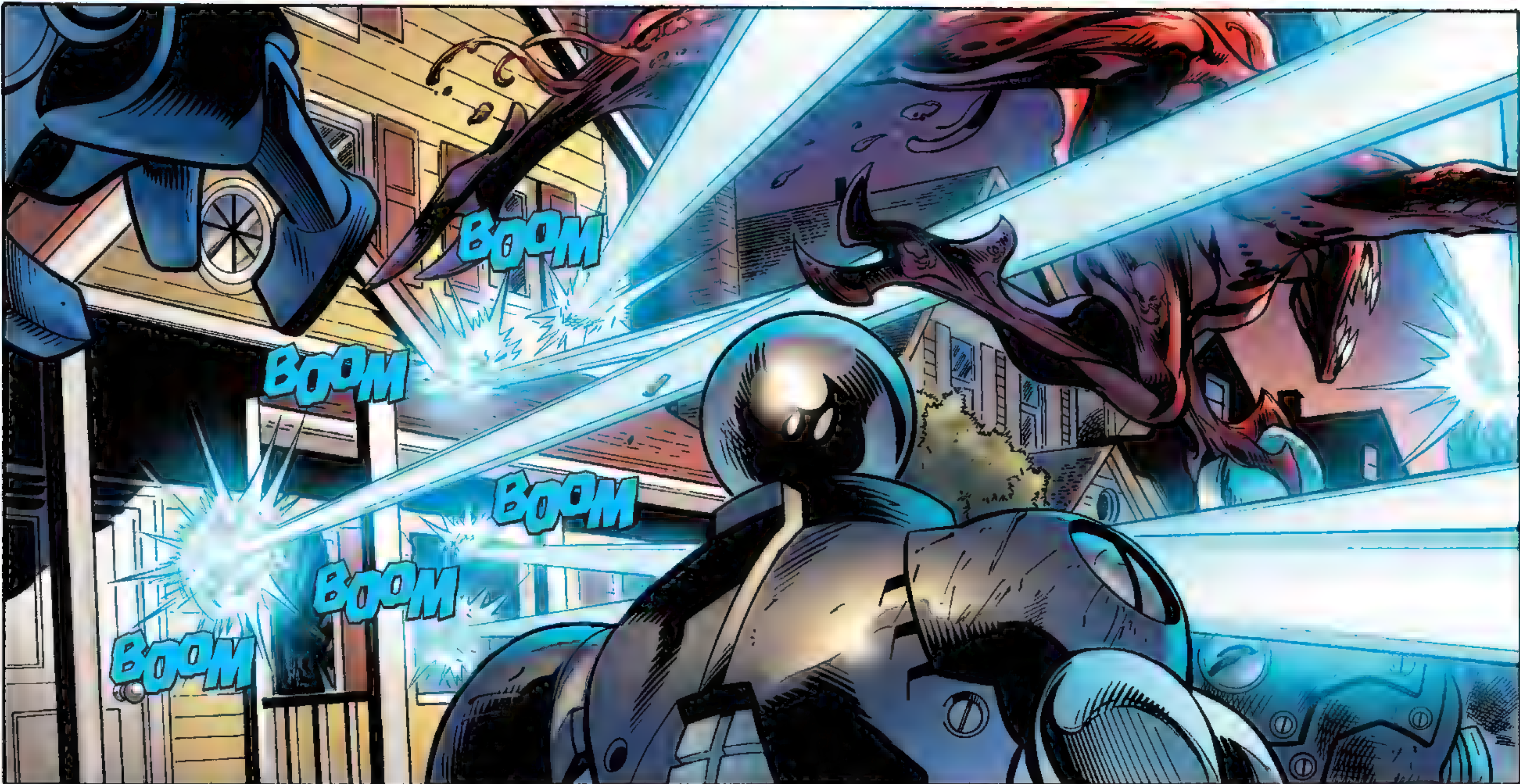
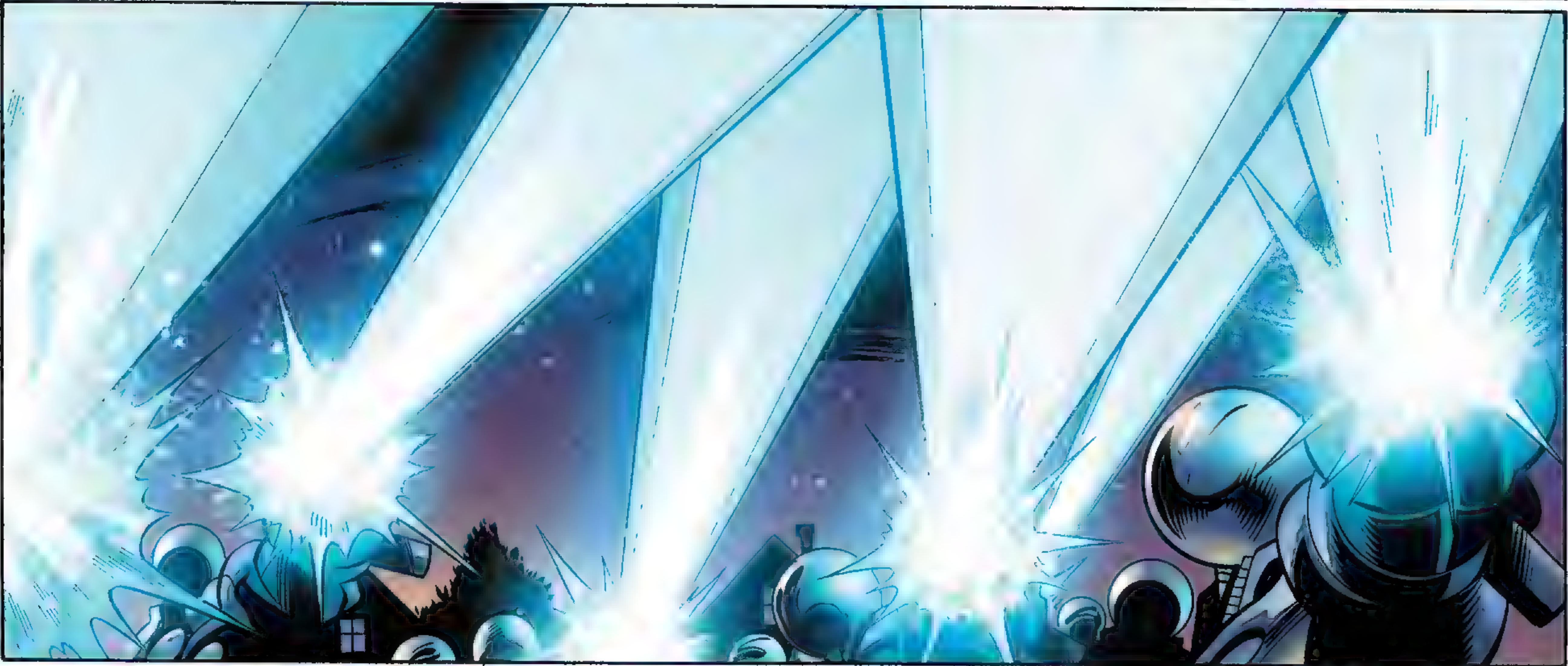
What
is that
thing?

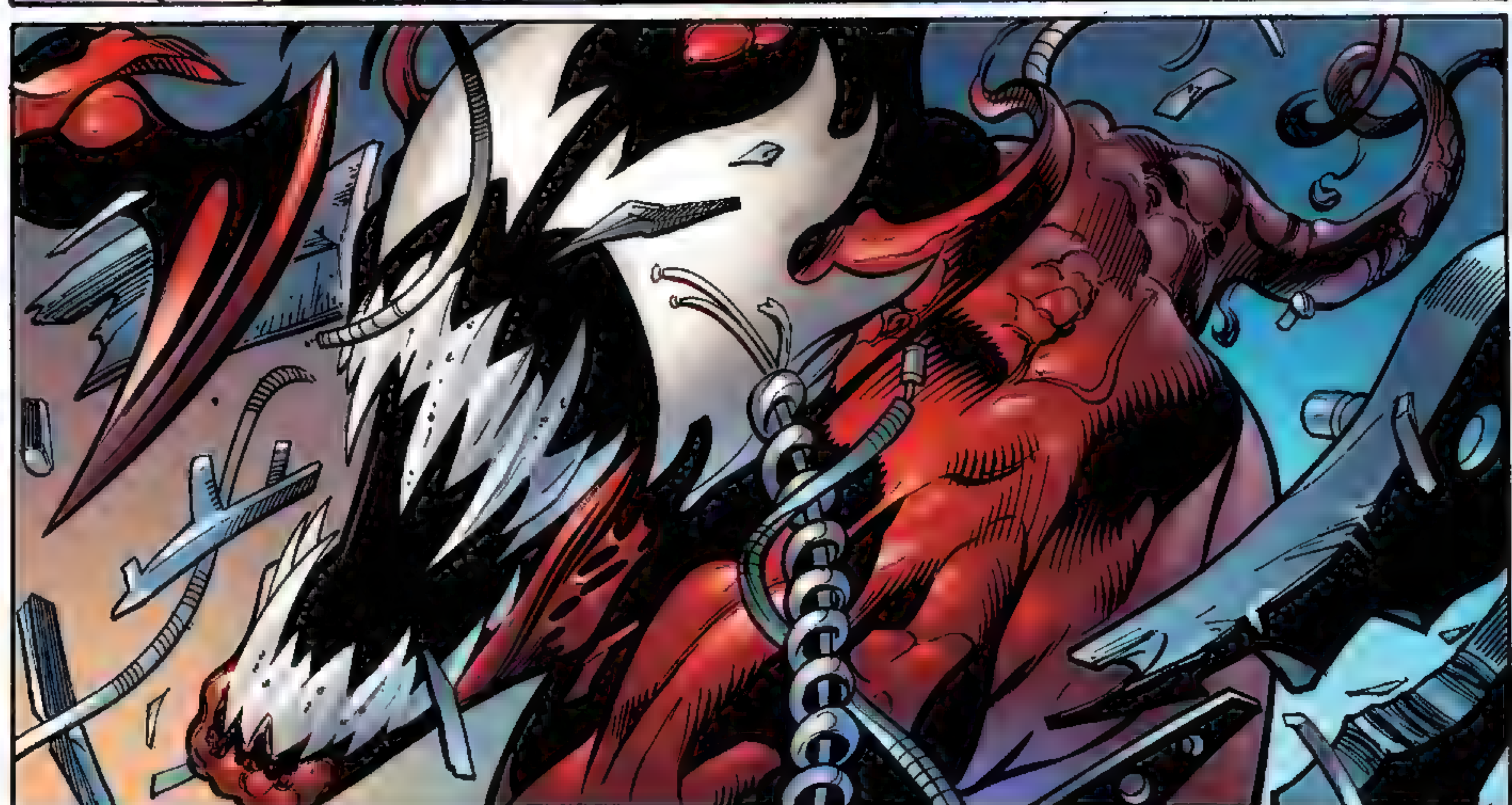
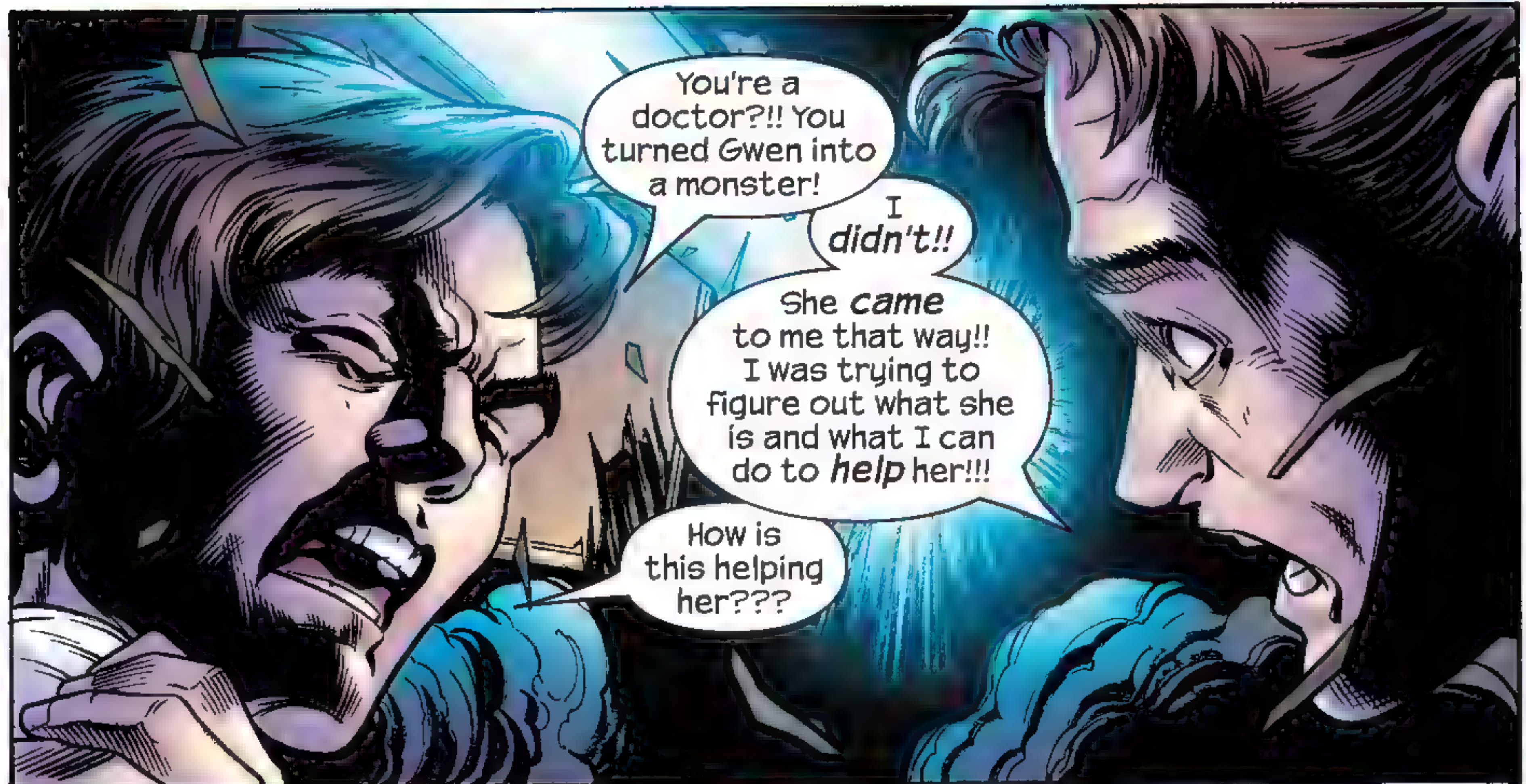
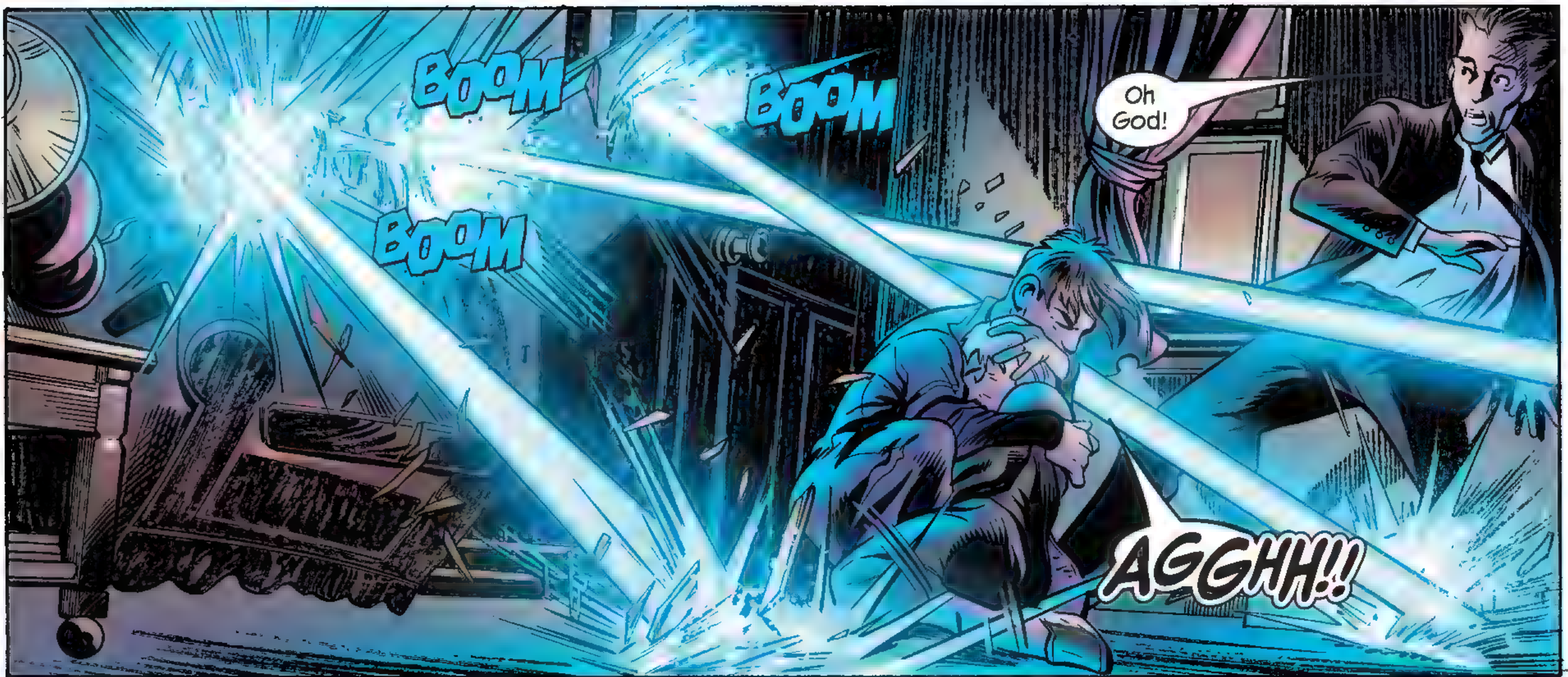
It's a bio-
hazard. I
need it
taken down.

I need more
biological data on
it. The A.I. in the
Slayer drones will
adapt, but I need
more data.

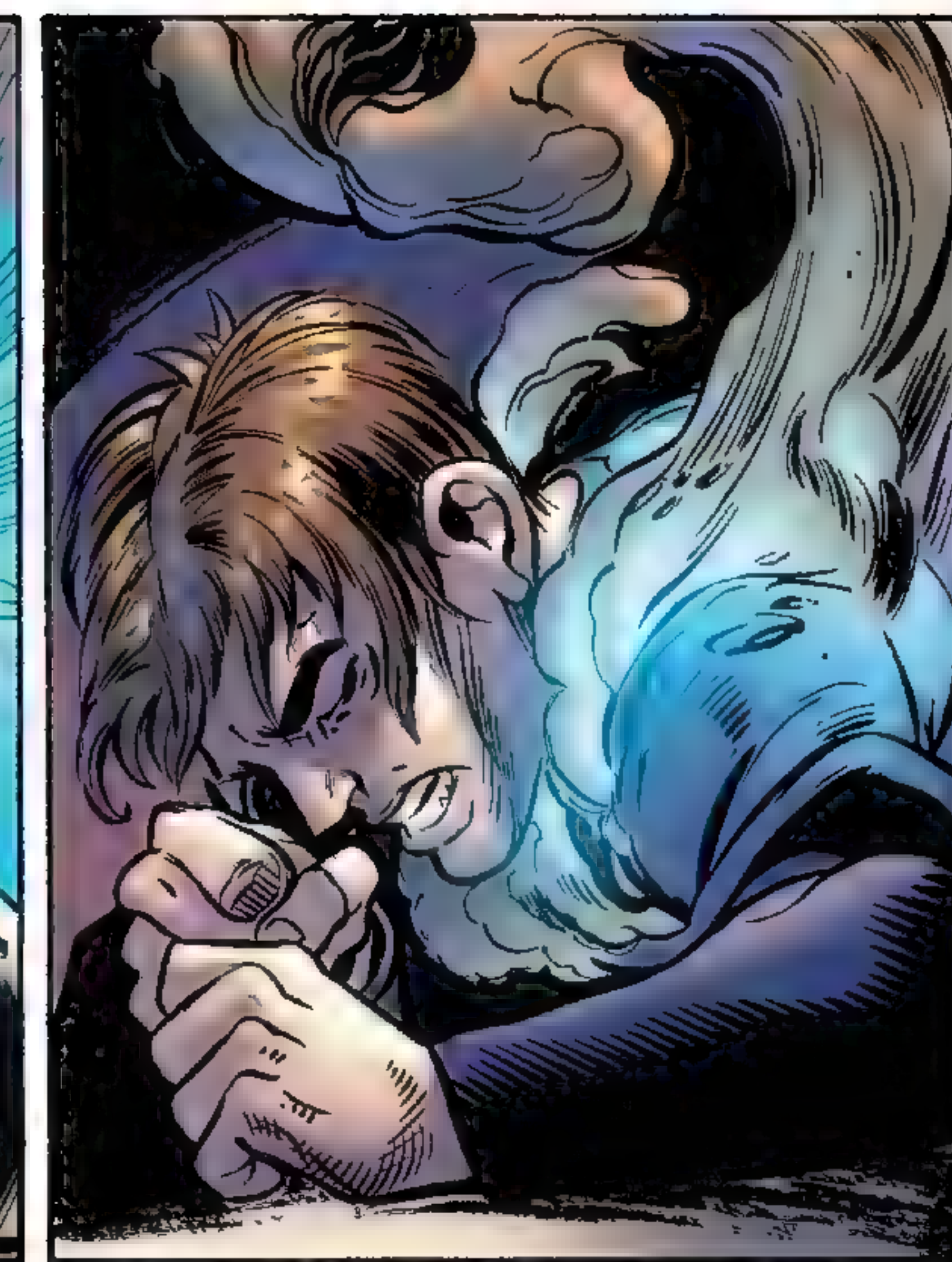
They were
set to handle
the Parker
problem, not
this.









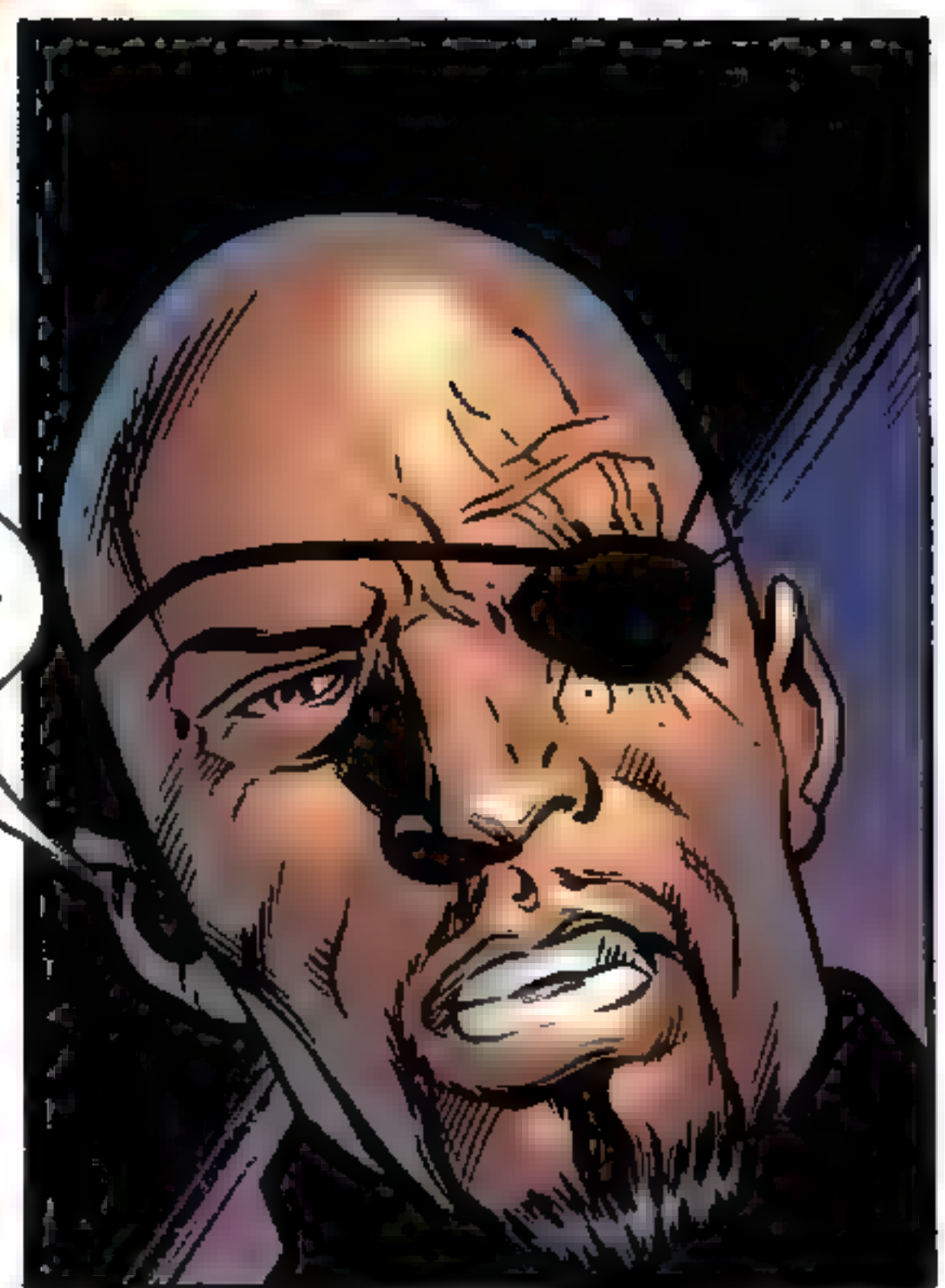




We're so not joking around.

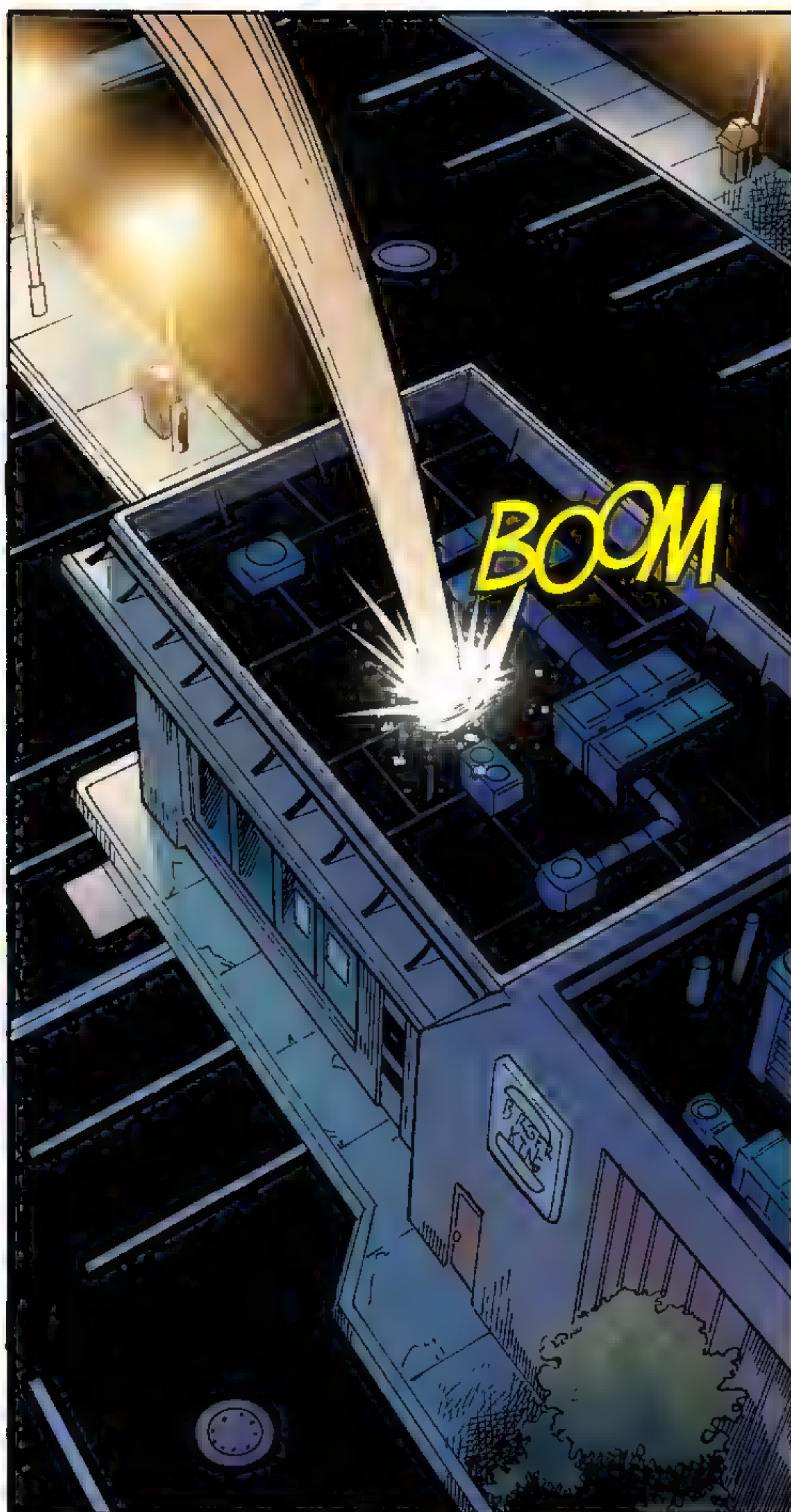
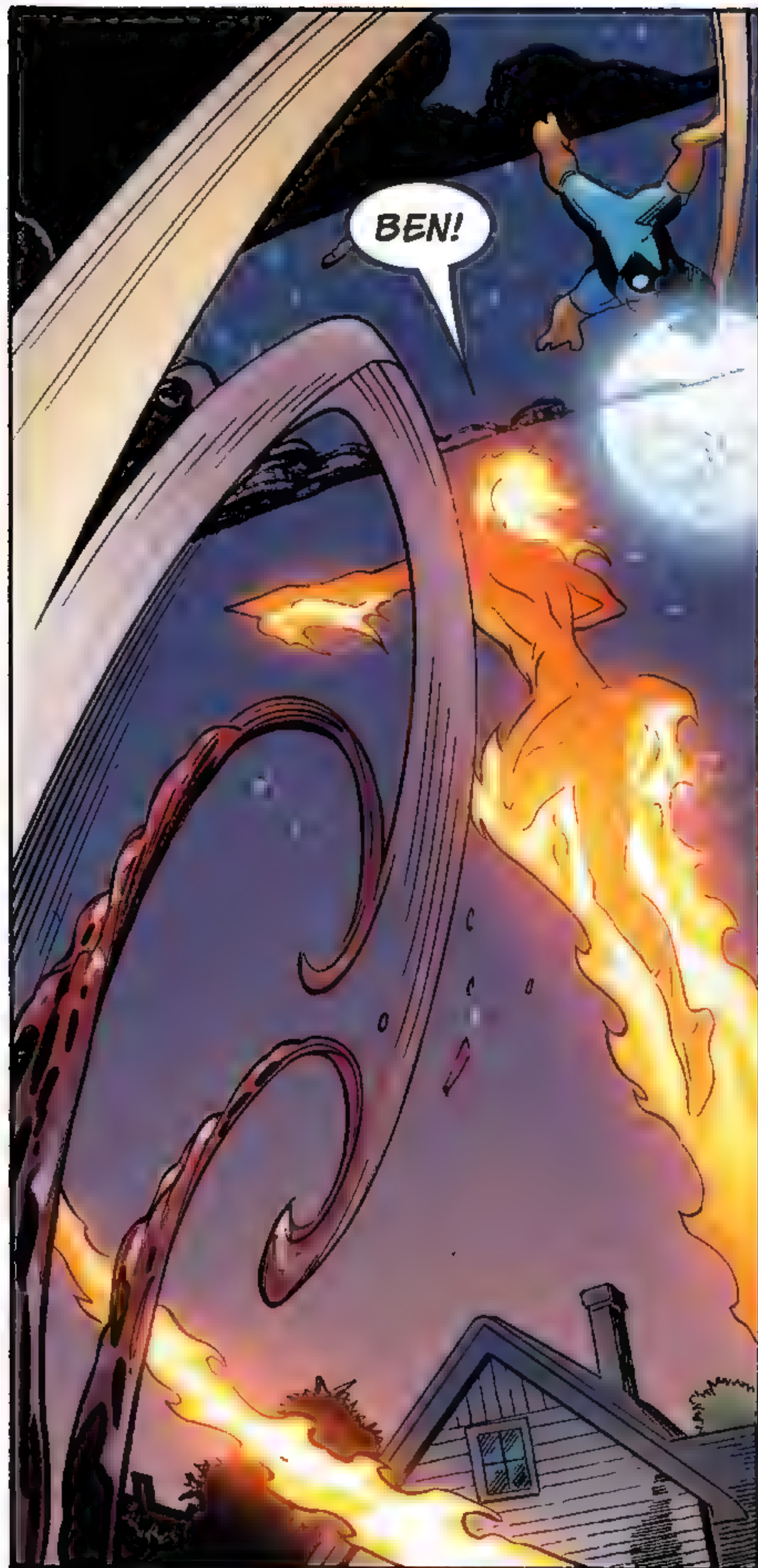
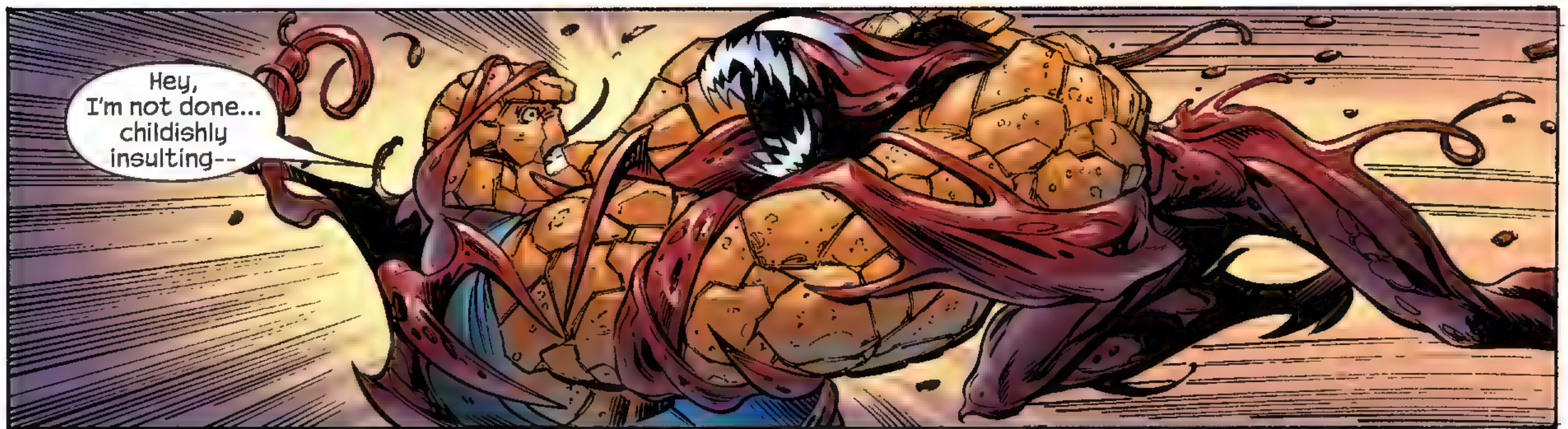
What is going on here, Fury??

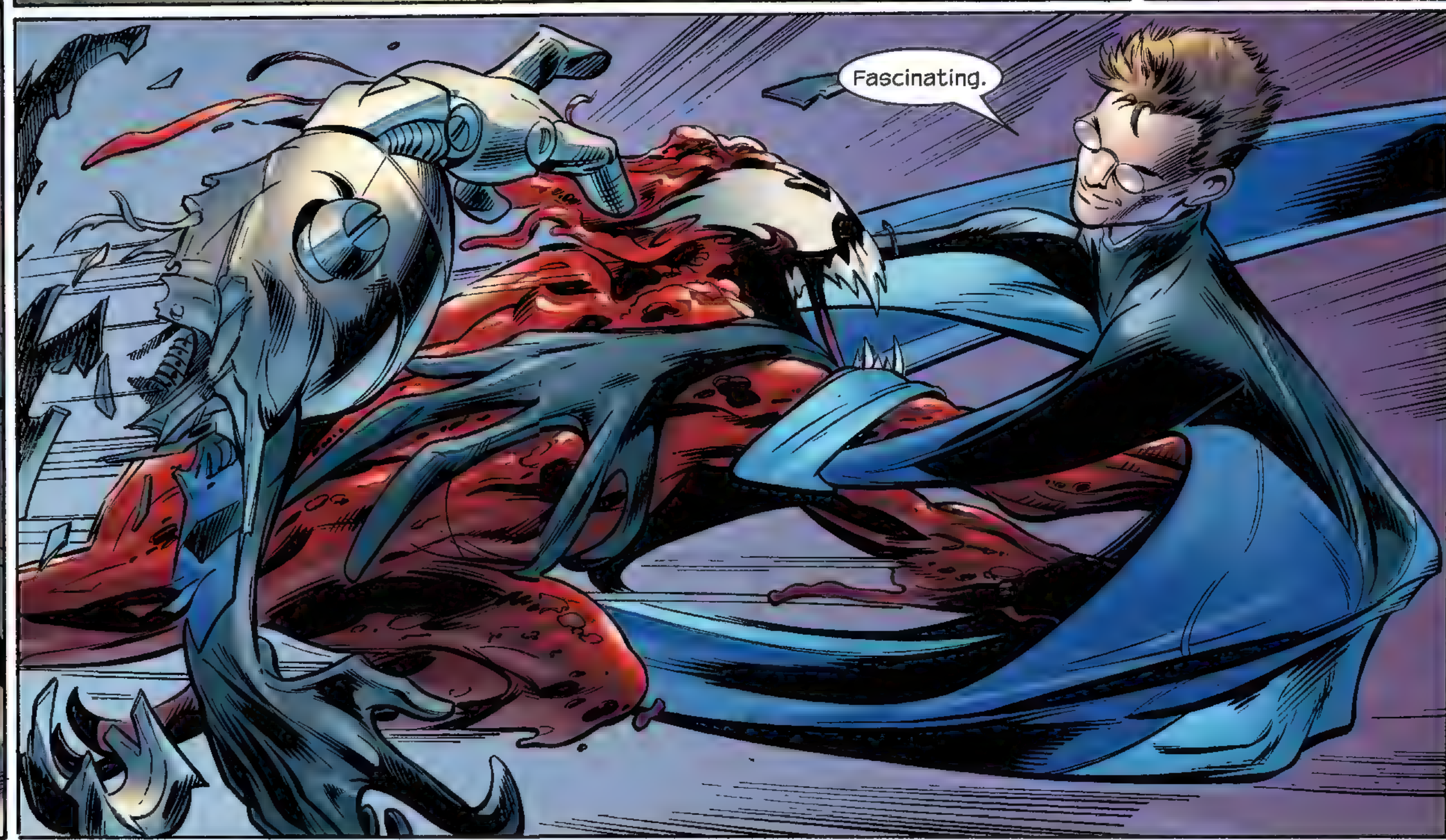
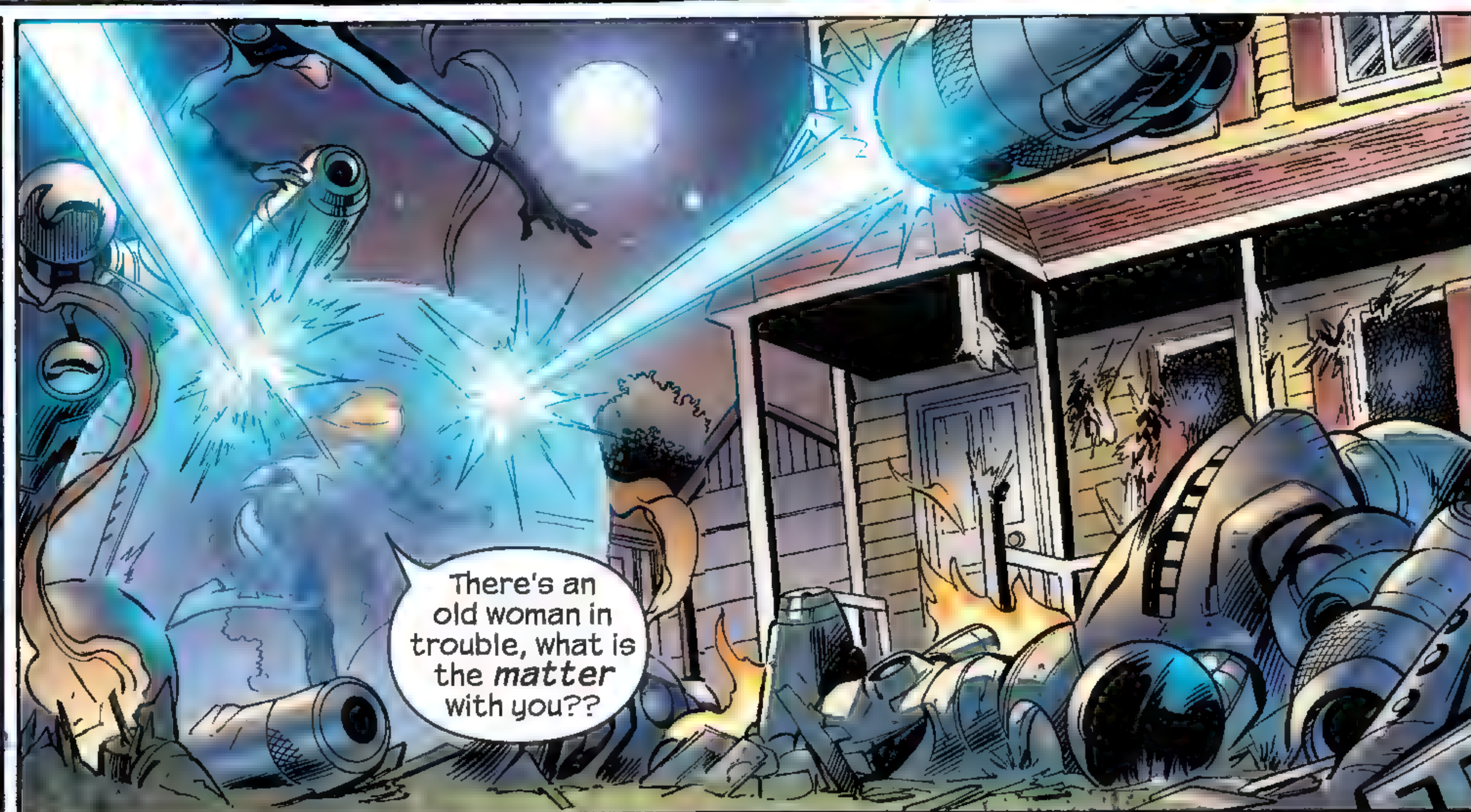
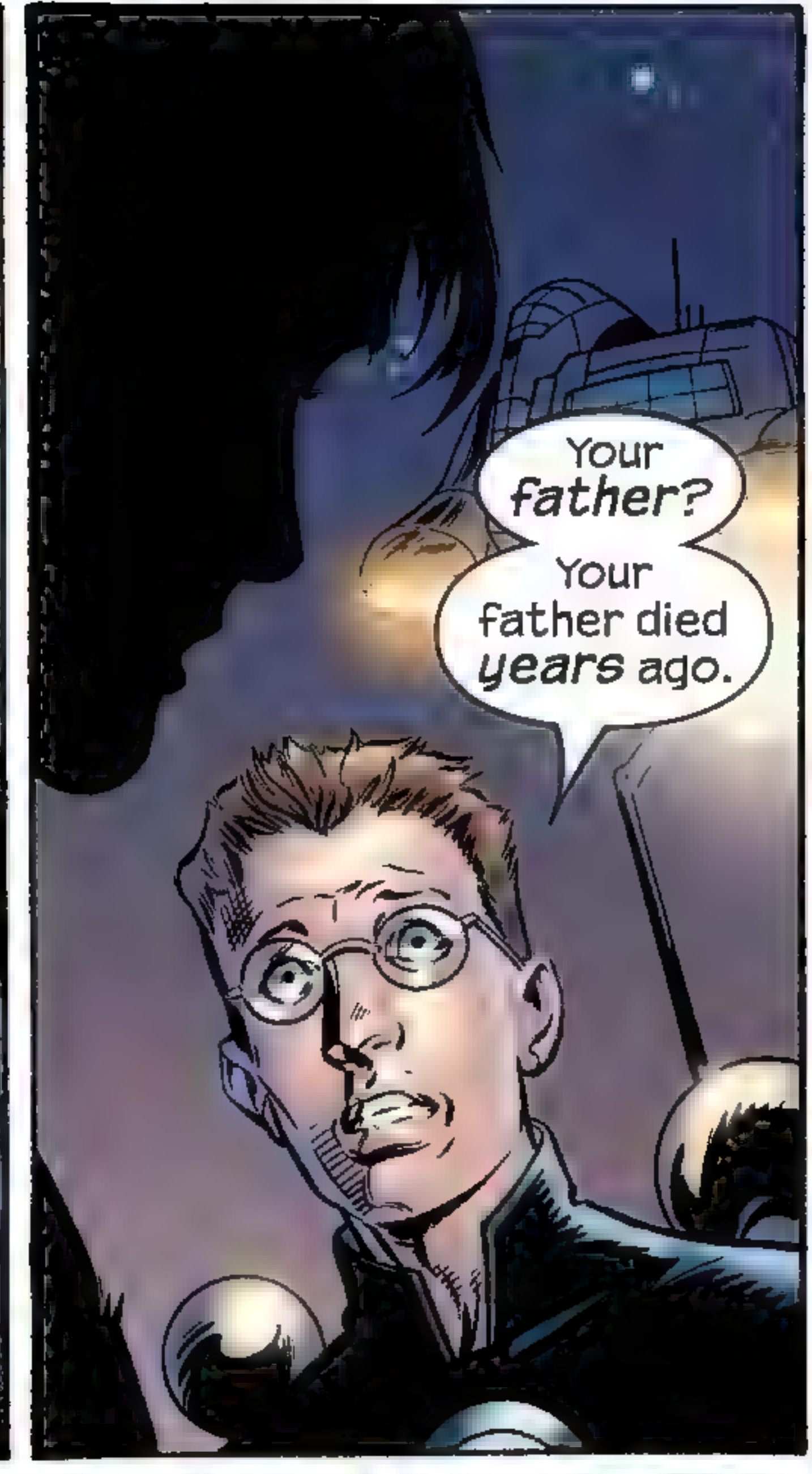
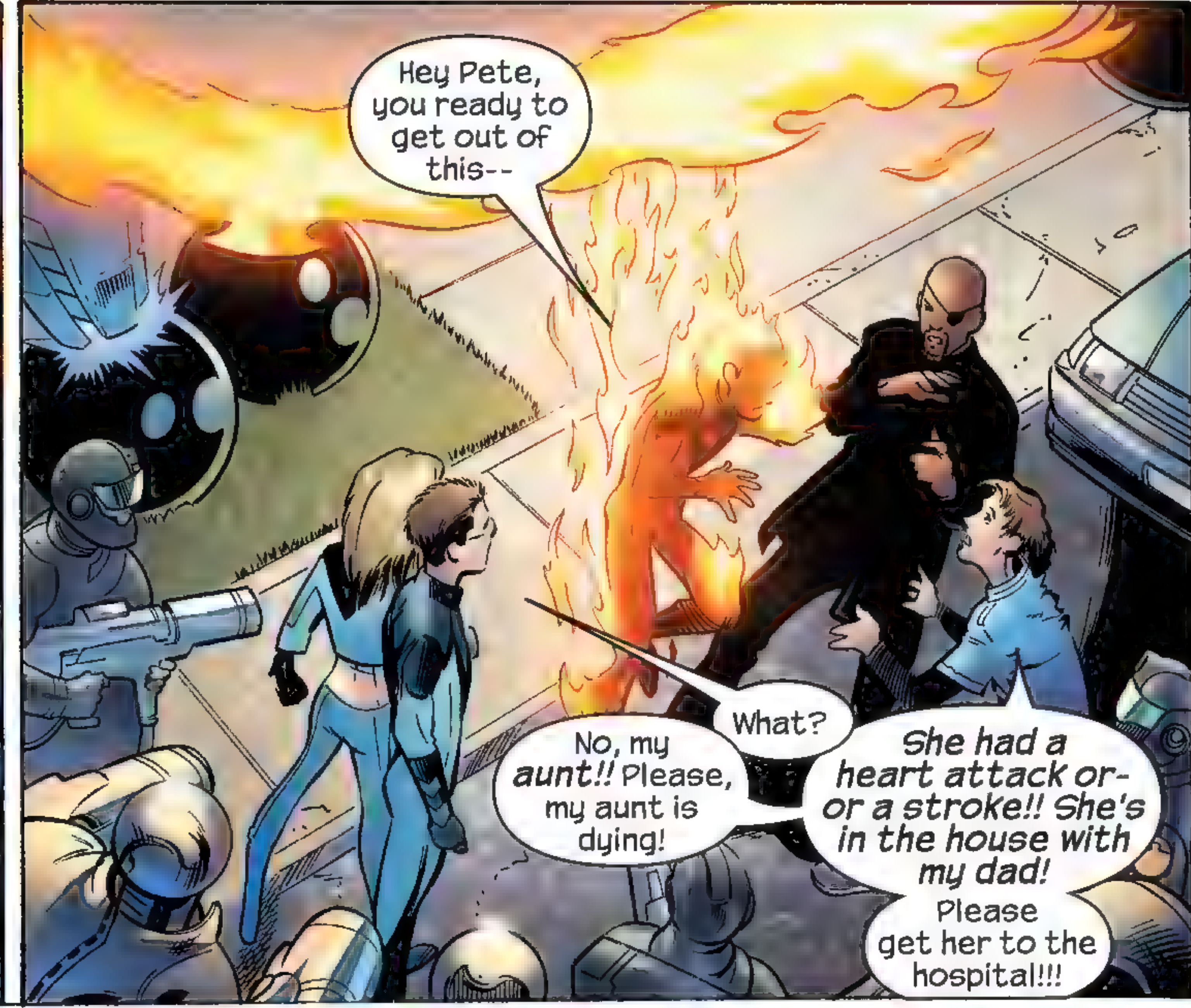
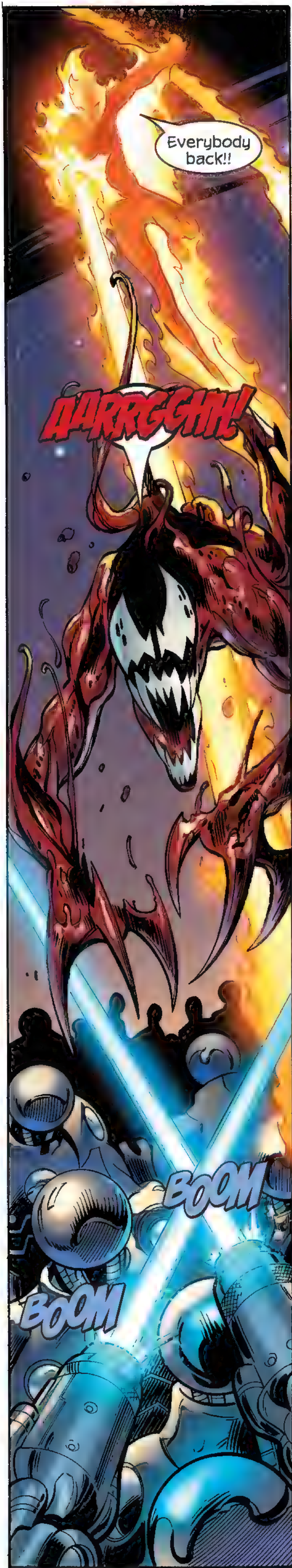
(Oh my God...)
Richards, take your Fantastic Four and go home!!!

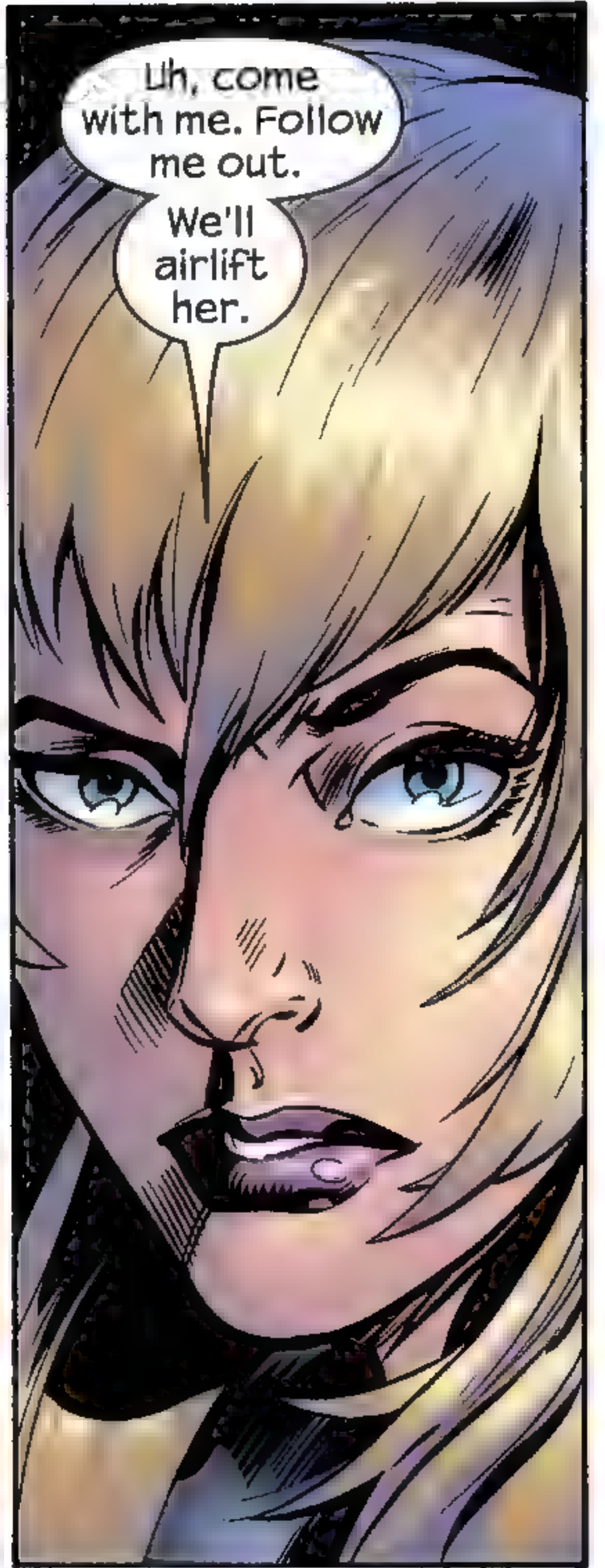
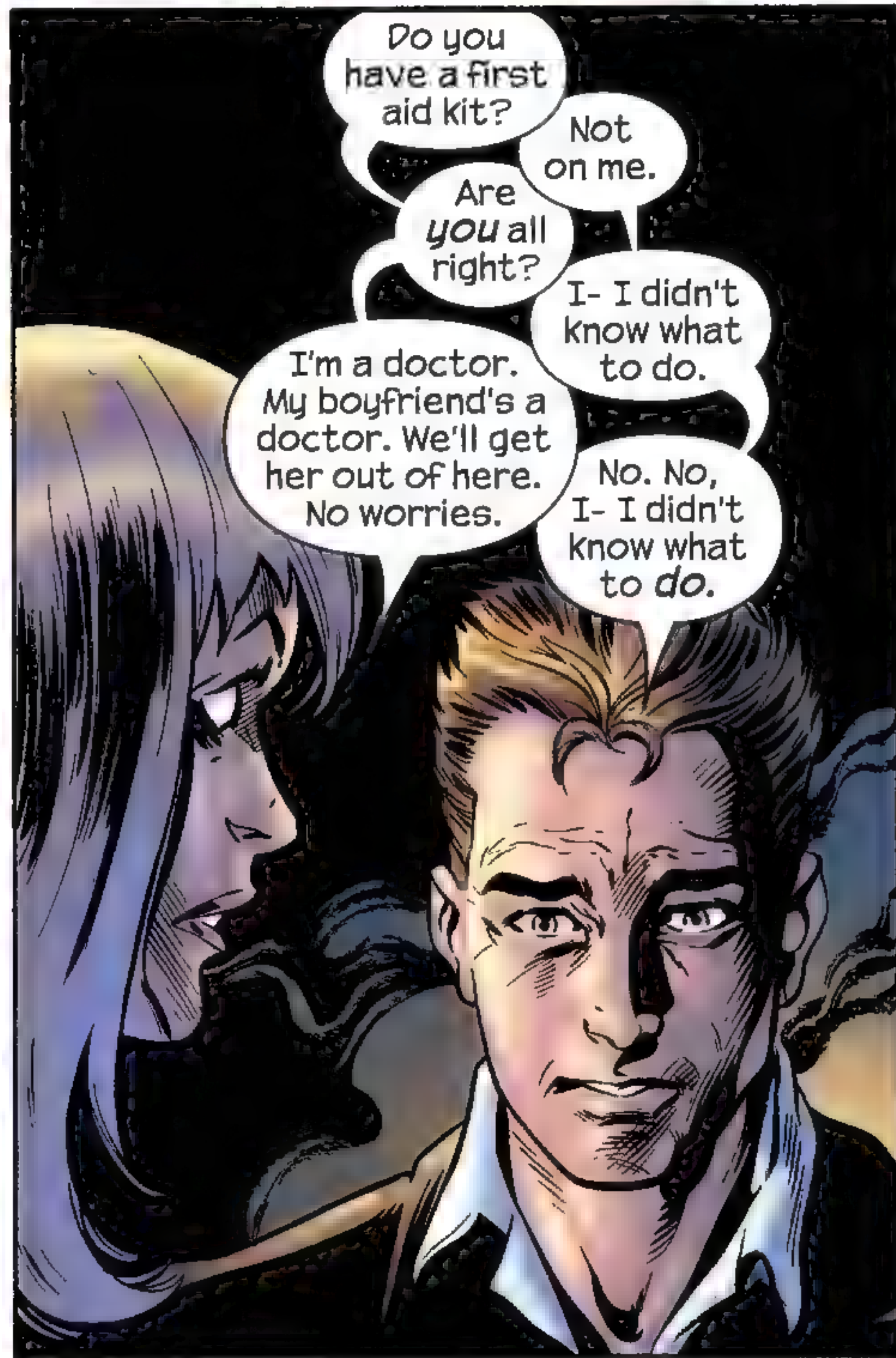


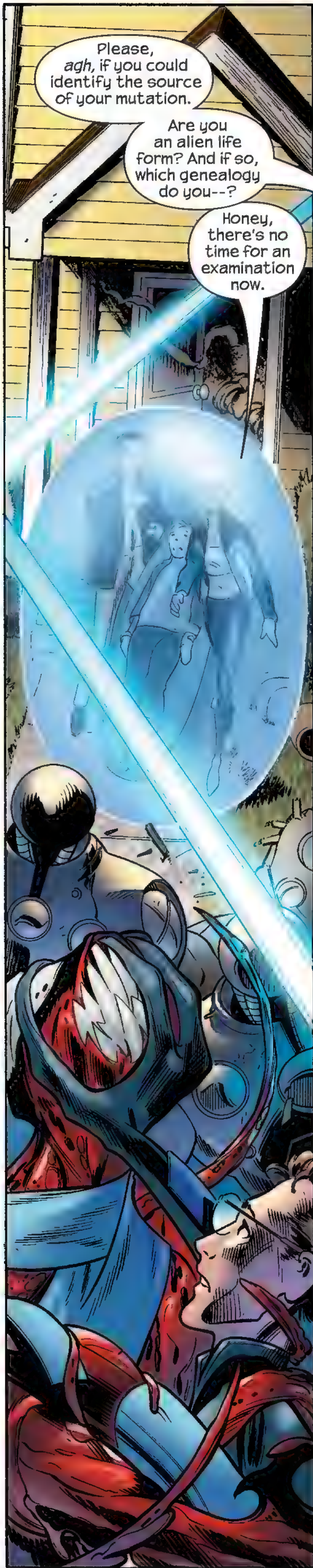
Doctor Reed Richards...
Whoa...
Geekasm!











Please, agh, if you could identify the source of your mutation.

Are you an alien life form? And if so, which genealogy do you--?

Honey, there's no time for an examination now.



I'm just stalling so you can do what you have to do!



Thanks, sweetie.

That's my boyfriend. He's a huge fan of yours, too.

Your original papers. Are you kidding?

Why?



Oh God! Is she dead?

No, no!! I'm going to get her to a hospital. I've got your dad, too.



Thank you, thank you.



You'd do the same.

Outta my way!!

Please stop where you are!

Not going to happen.

You want me to get you out of here too?



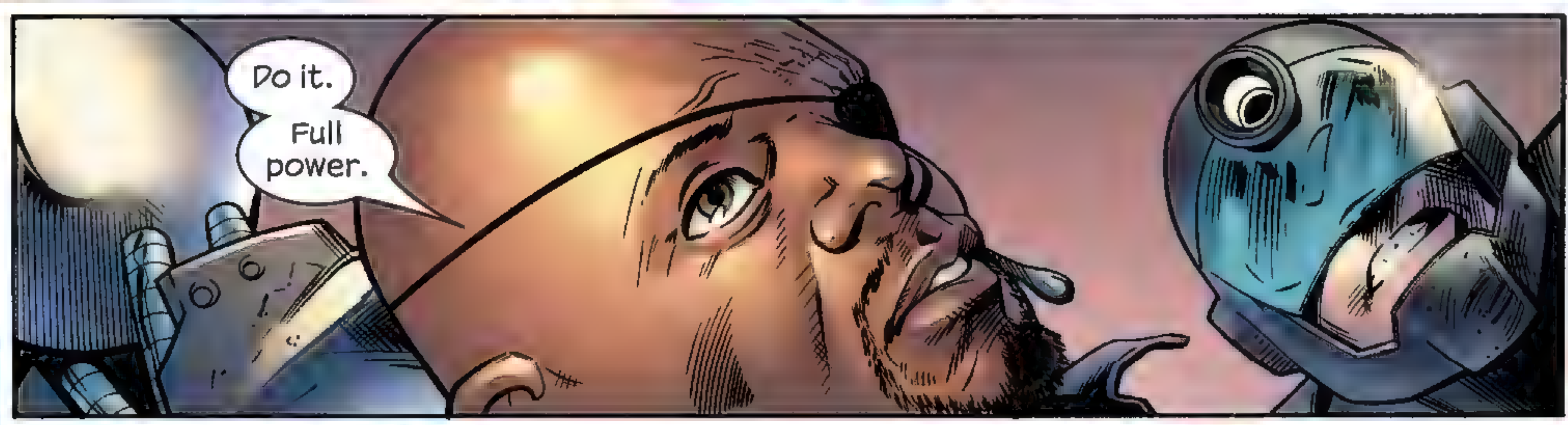
No.



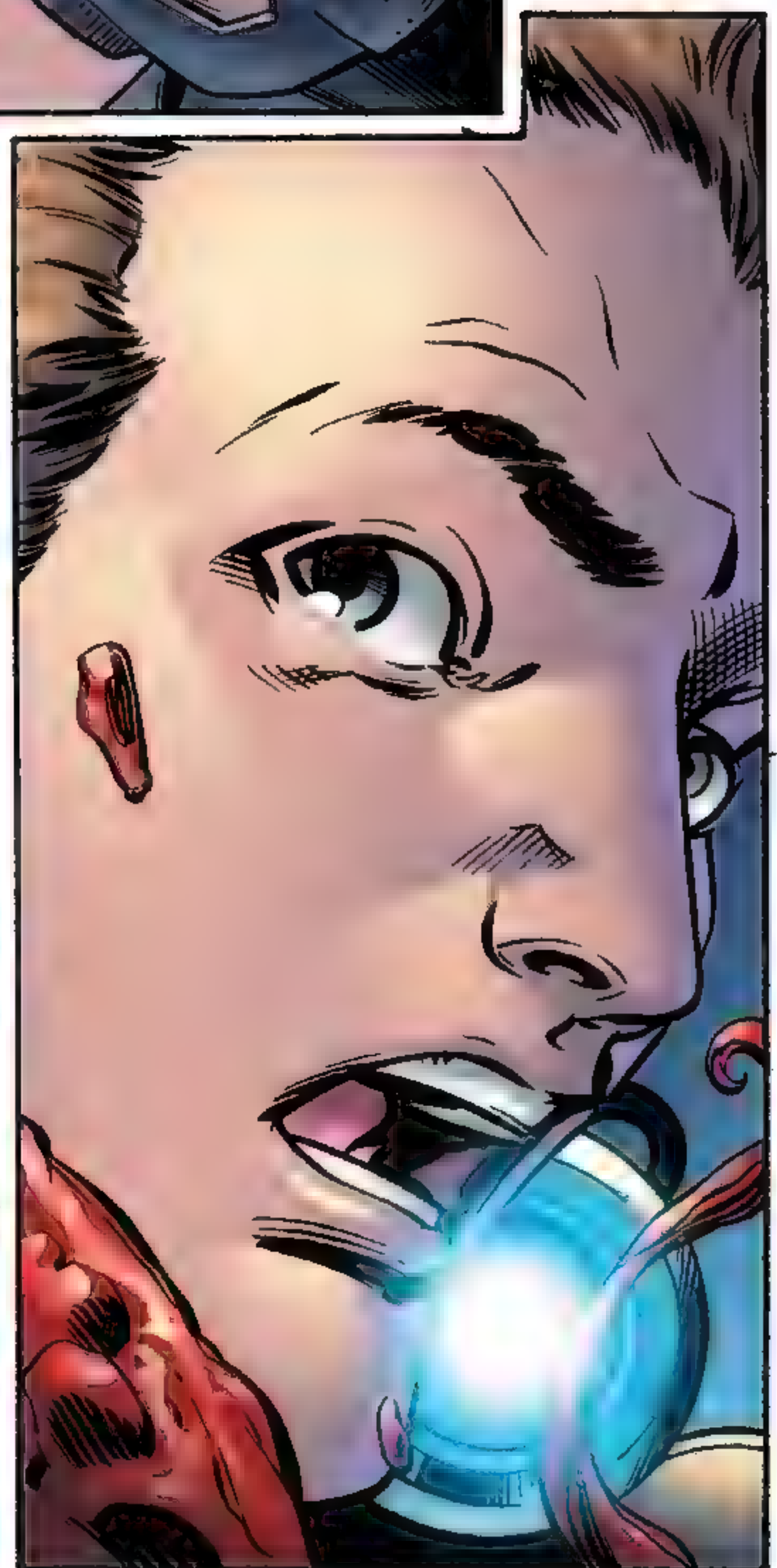
Fury, I've got the right power signature on that flailing monster thing.

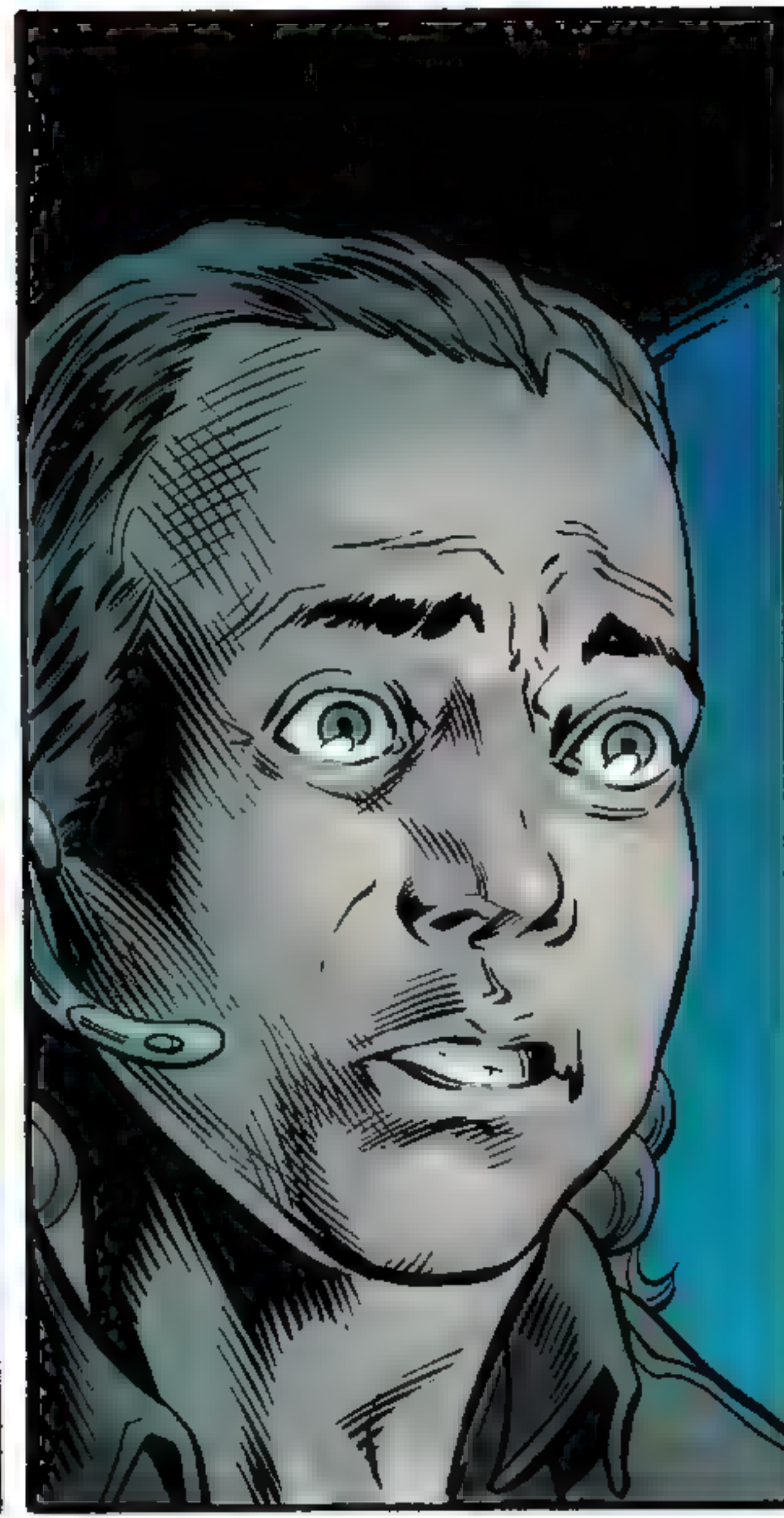


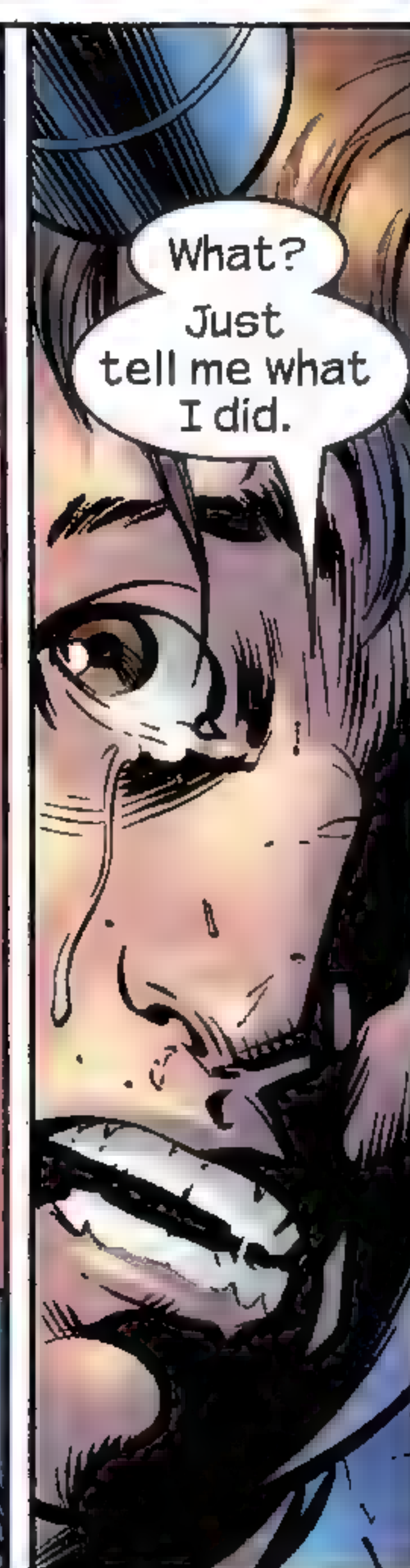
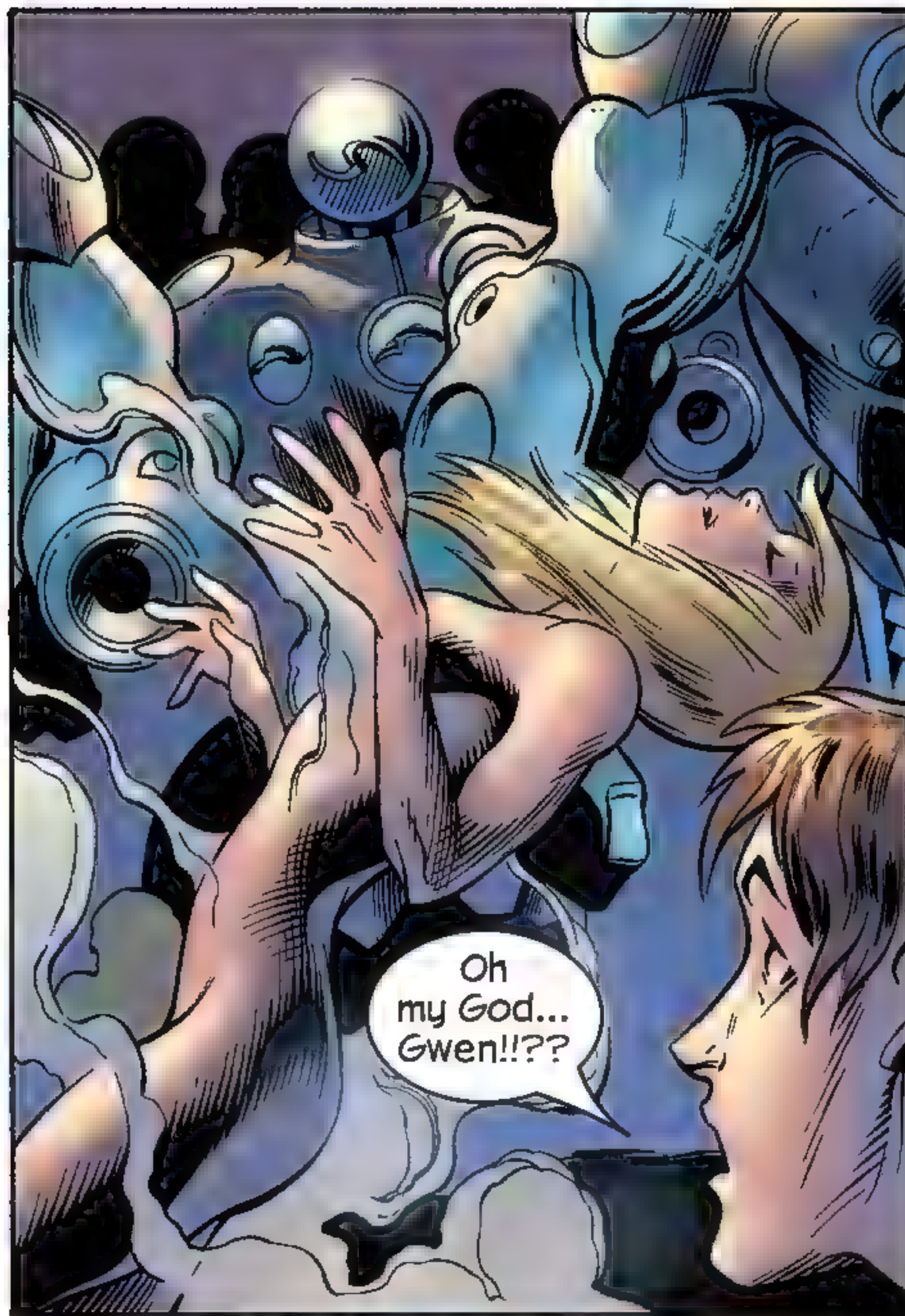
FURY!!!

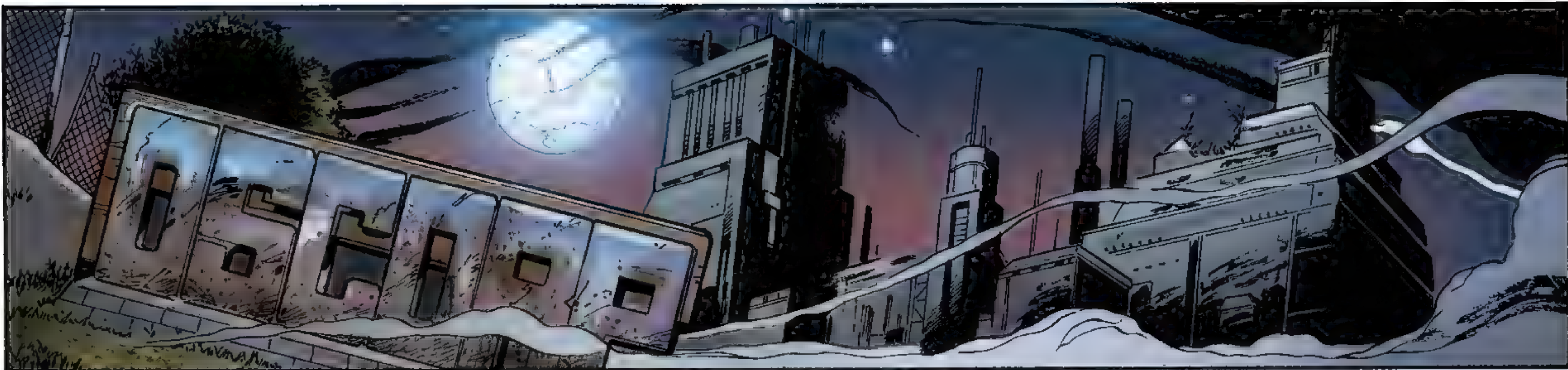


Do it.
Full power.

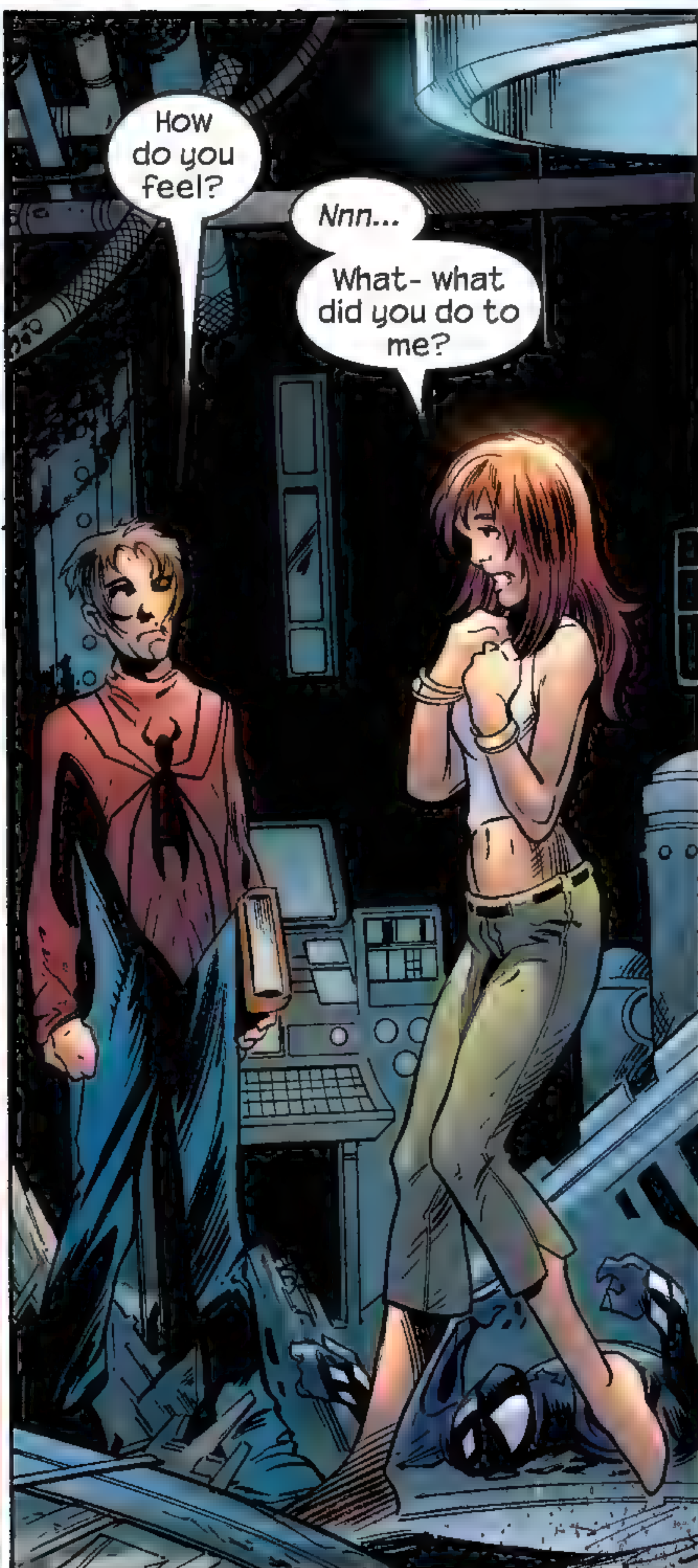








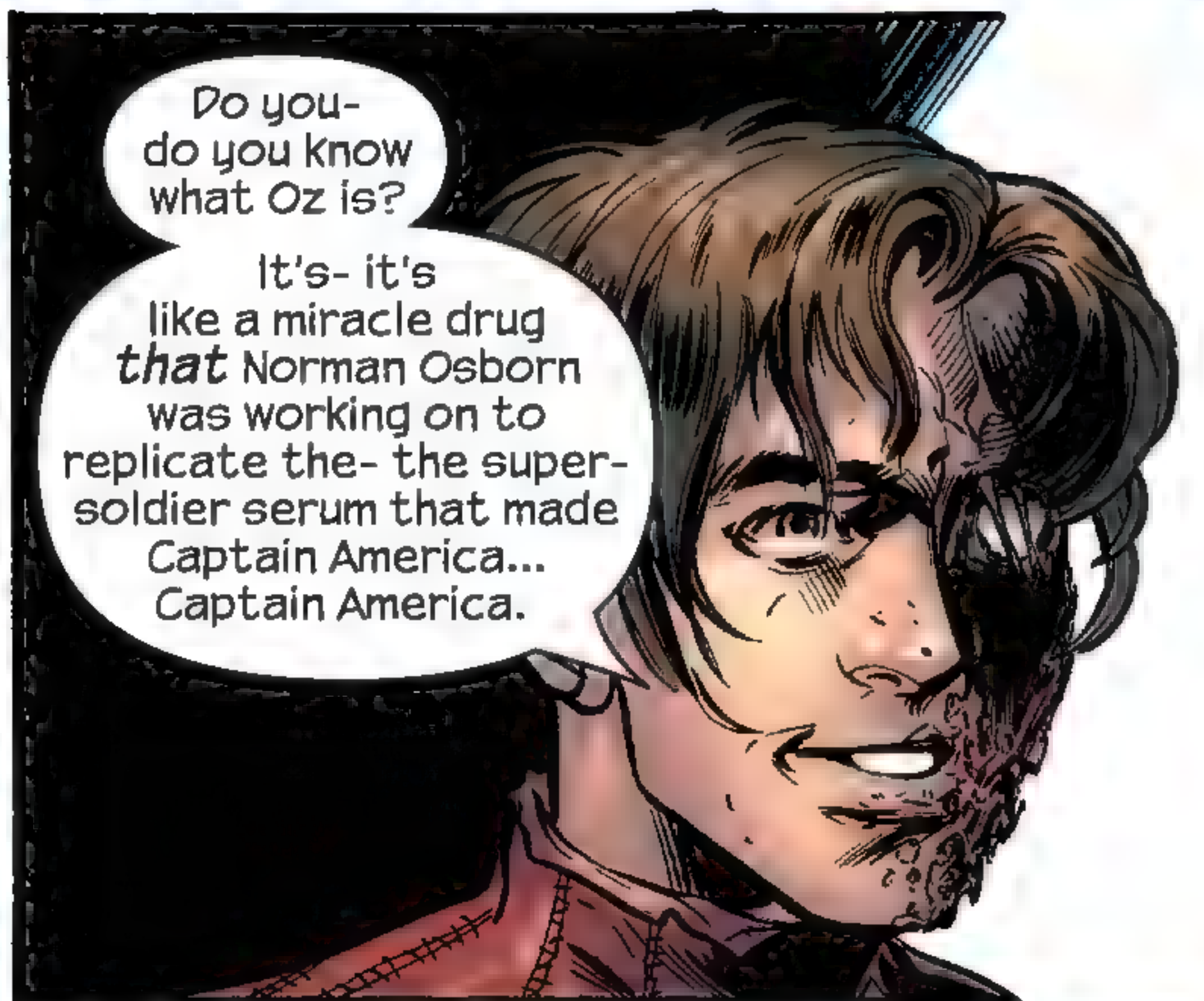
MJ?
Talk to me.



How do you feel?

Nnn...

What- what did you do to me?



Do you- do you know what Oz is?

It's- it's like a miracle drug *that* Norman Osborn was working on to replicate the- the super-soldier serum that made Captain America... Captain America.



It doesn't do that but instead it created the most amazing genetic enhancement vehicle ever created by man.

Oz was in the spider that bit me and turned me into Spider-Man...



Oz created Doctor Otto Octavius' Doctor Octopus.

Oz. It turned Norman Osborn into Green Goblin.



And now it's recreated you.



You put something *inside* me?



Because I wanted to **protect** you.

I could **never** protect you, MJ!

You were going to get hurt or die because—because I'm Spider-Man.



Who are you?

Honey, it's me, it's Peter!

Who **are** you??

This isn't a trick. This is real. We're going to be happy. We--

Shut up!!

MJ--

Who are you?



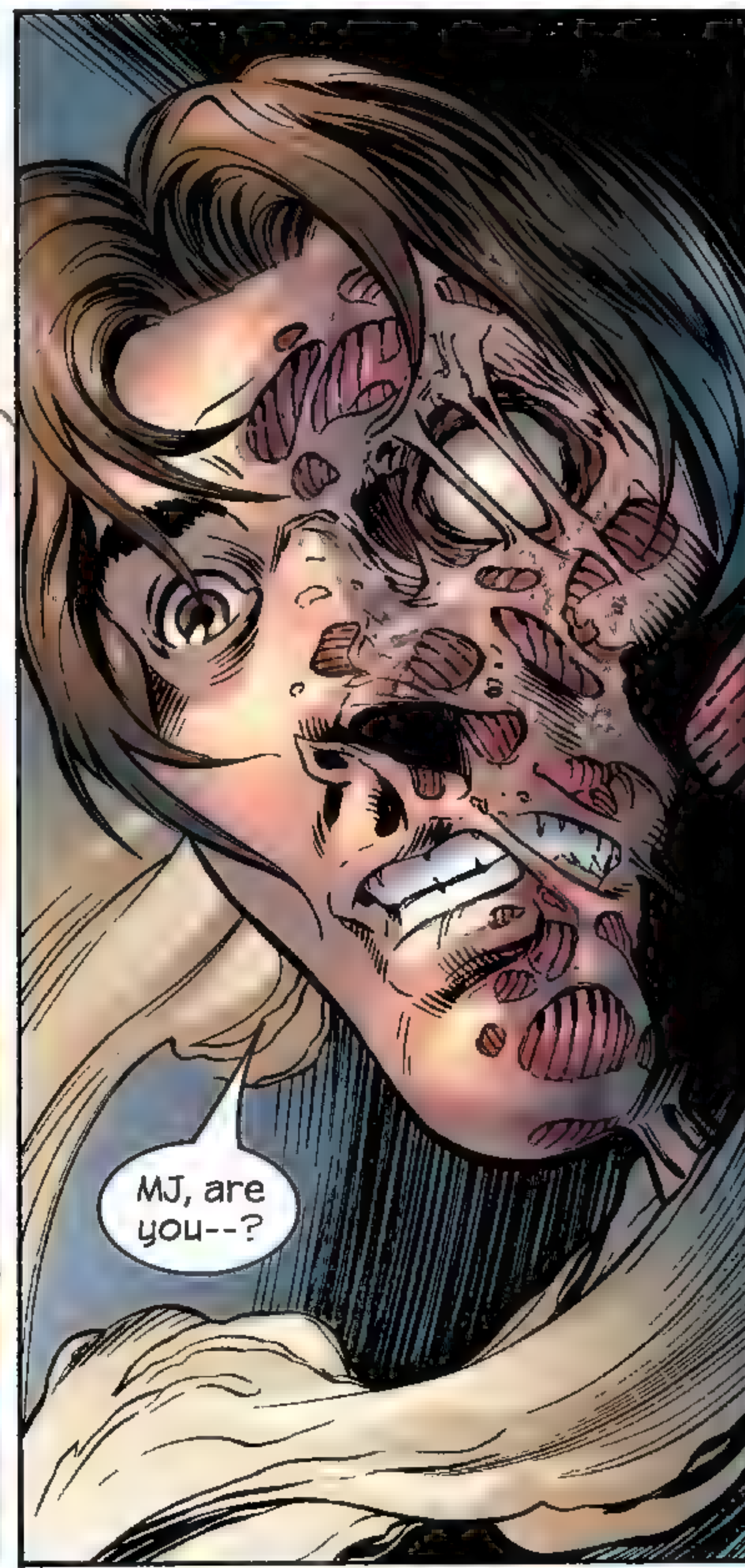
MJ?

You put something inside me??

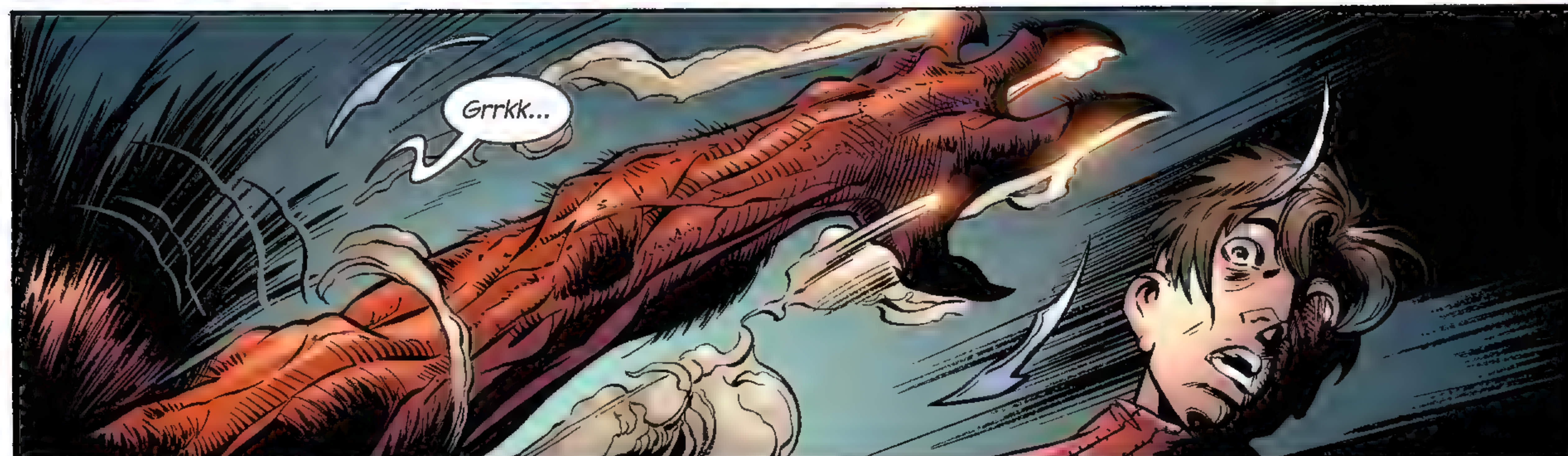
You maybe want to calm down.



Nnnn...



MJ, are you--?



Grrkk...





ZAGLE/
ISANONG



What are you doing??

Please, General Fury,

Peter Parker didn't do anything.

Yeah, like, everyone just calm down!

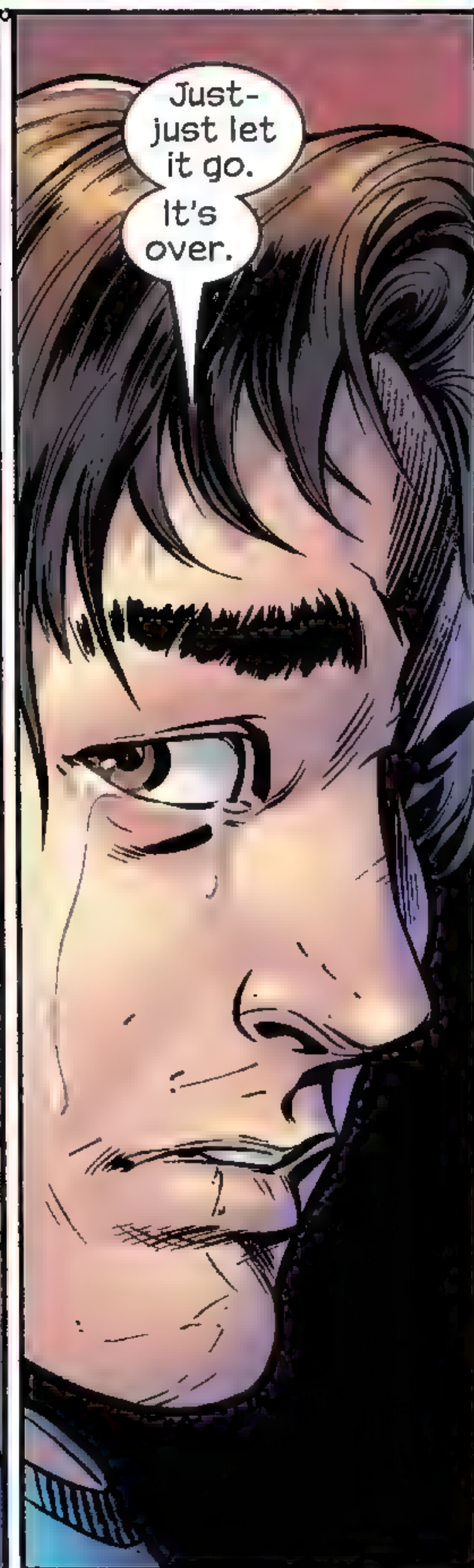
This is a major violation of Parker's civil rights and you can't just take him from his home and blame him for--



Doctor Richards, the *genius* that you are, I am the leader of S.H.I.E.L.D.

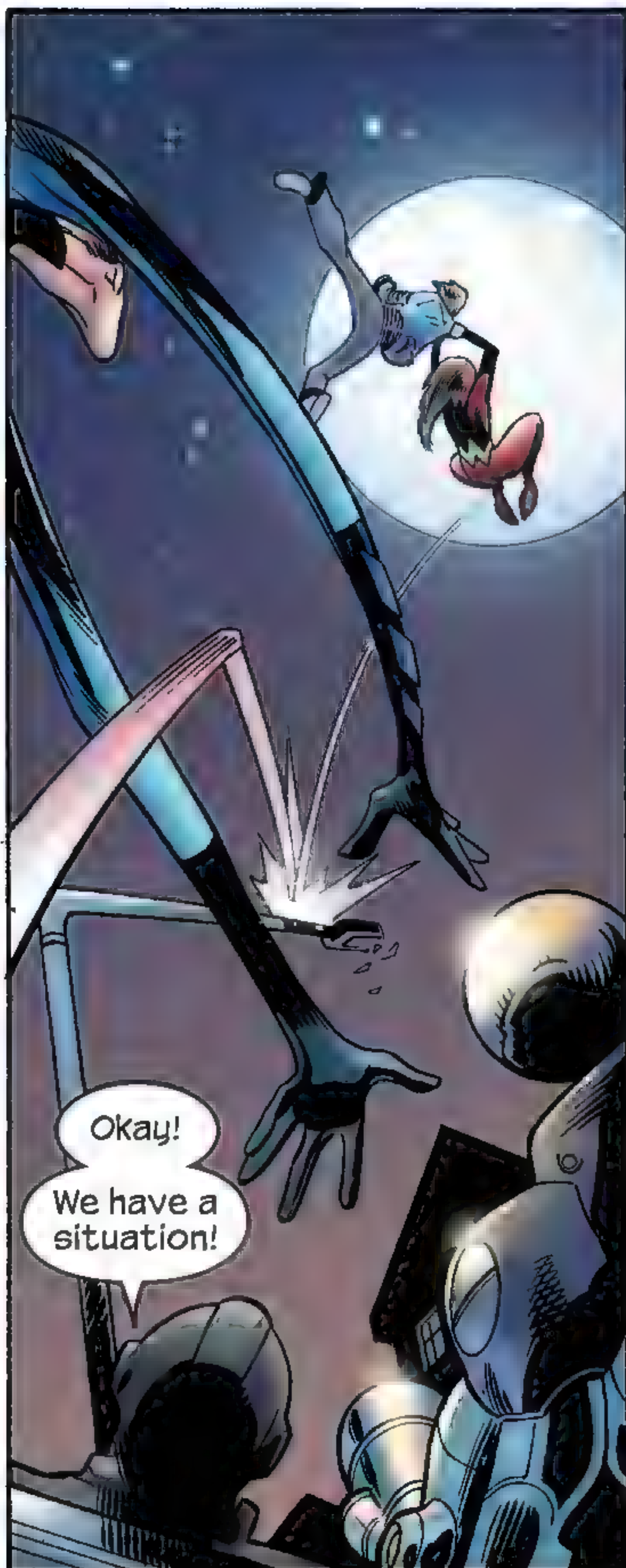
My job is to protect this world with any and every measure at my disposal--

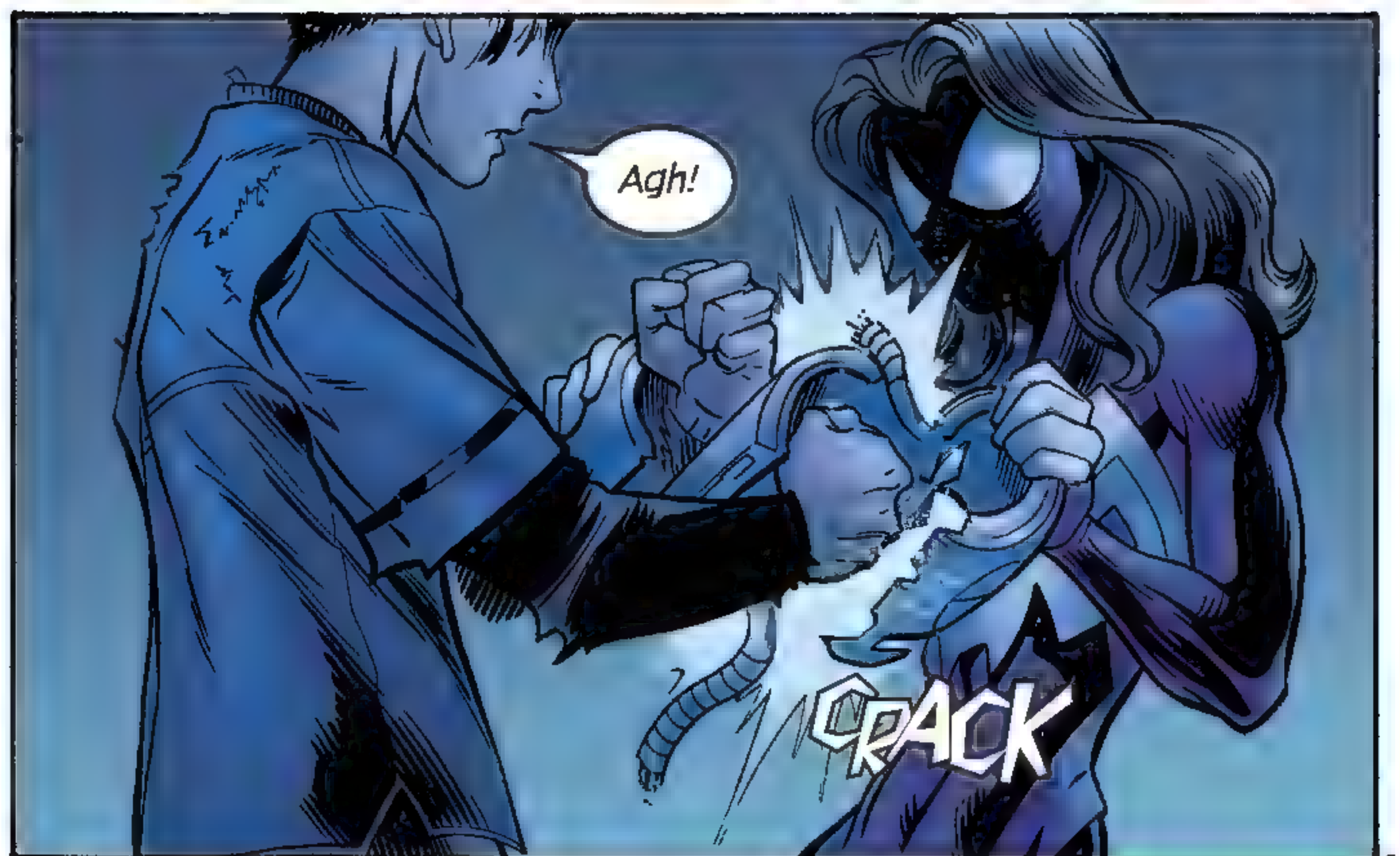
--so, please, find it within that big brain of yours to try and think of one of the *fifty* reasons I cannot explain myself to you about this out in the open on the streets of Queens.

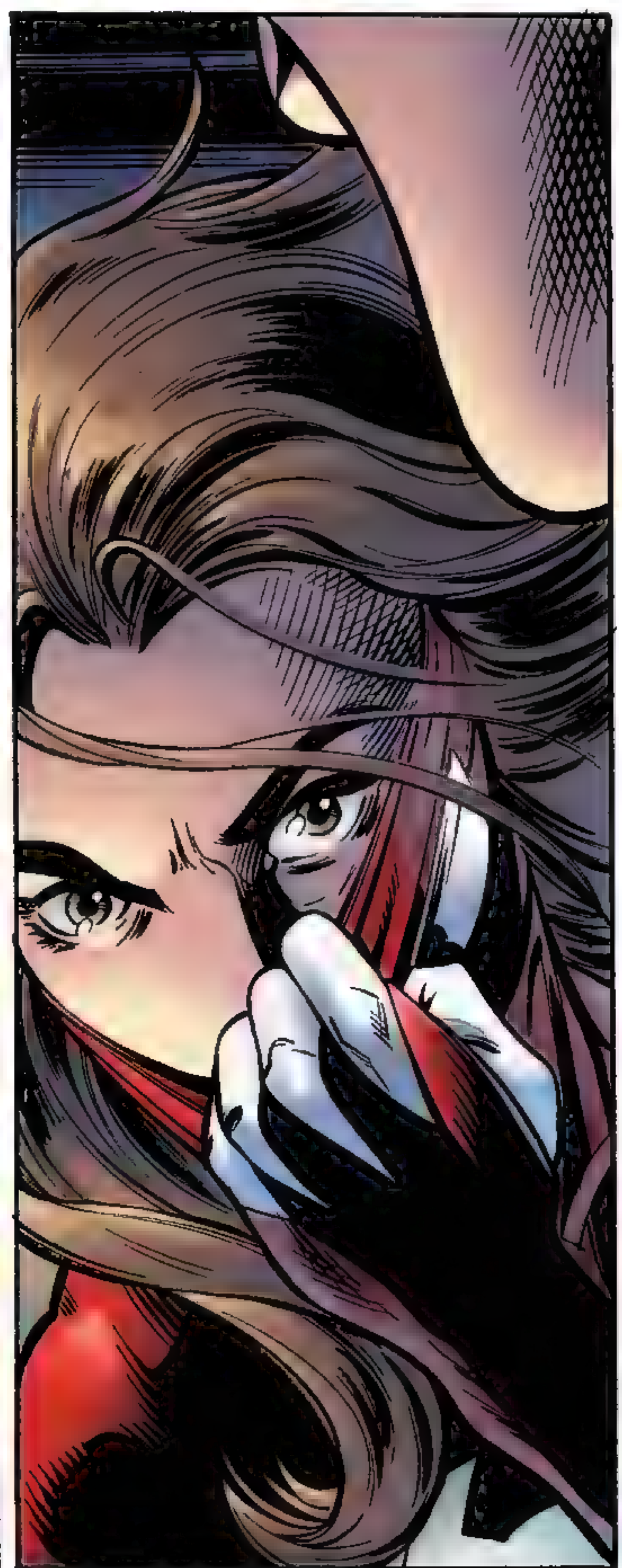
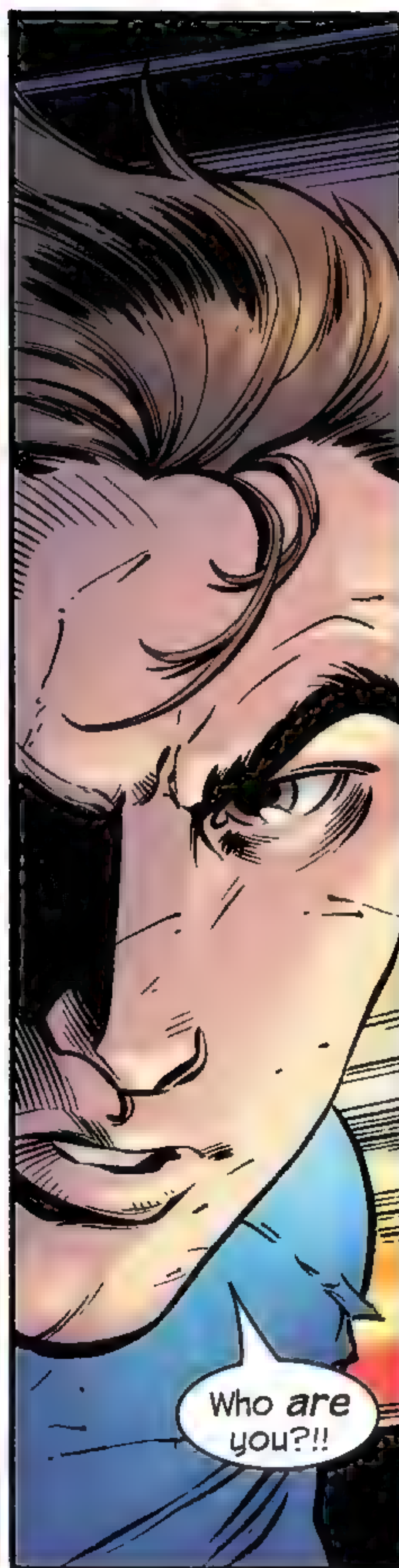
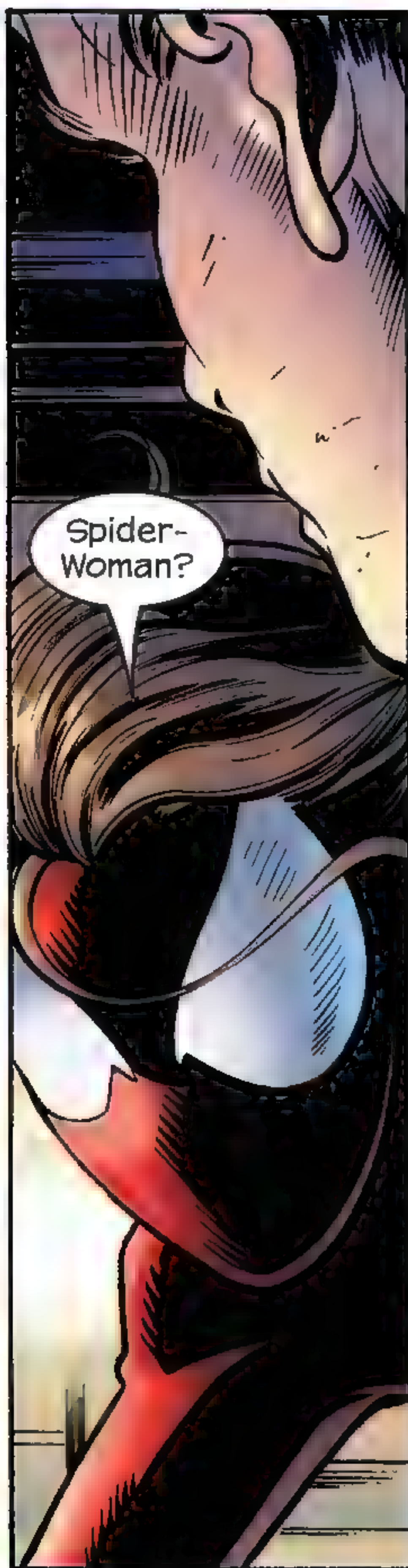
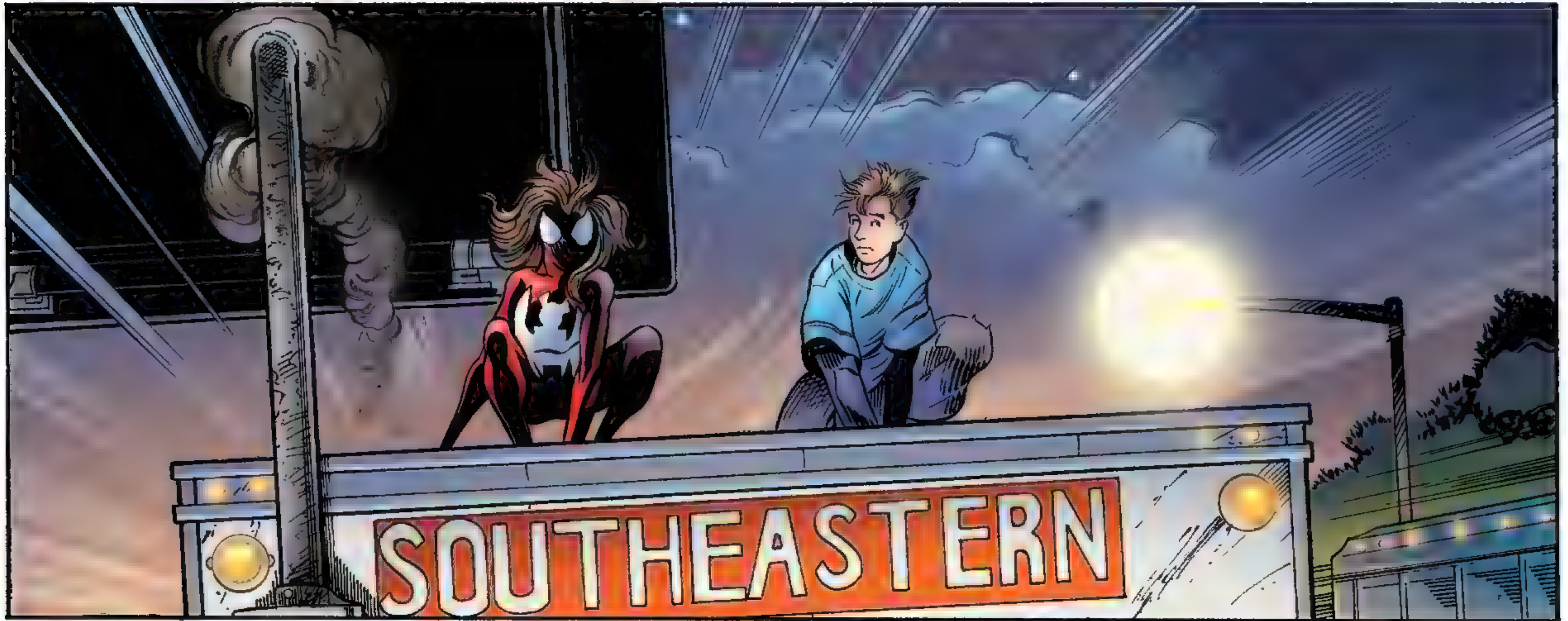


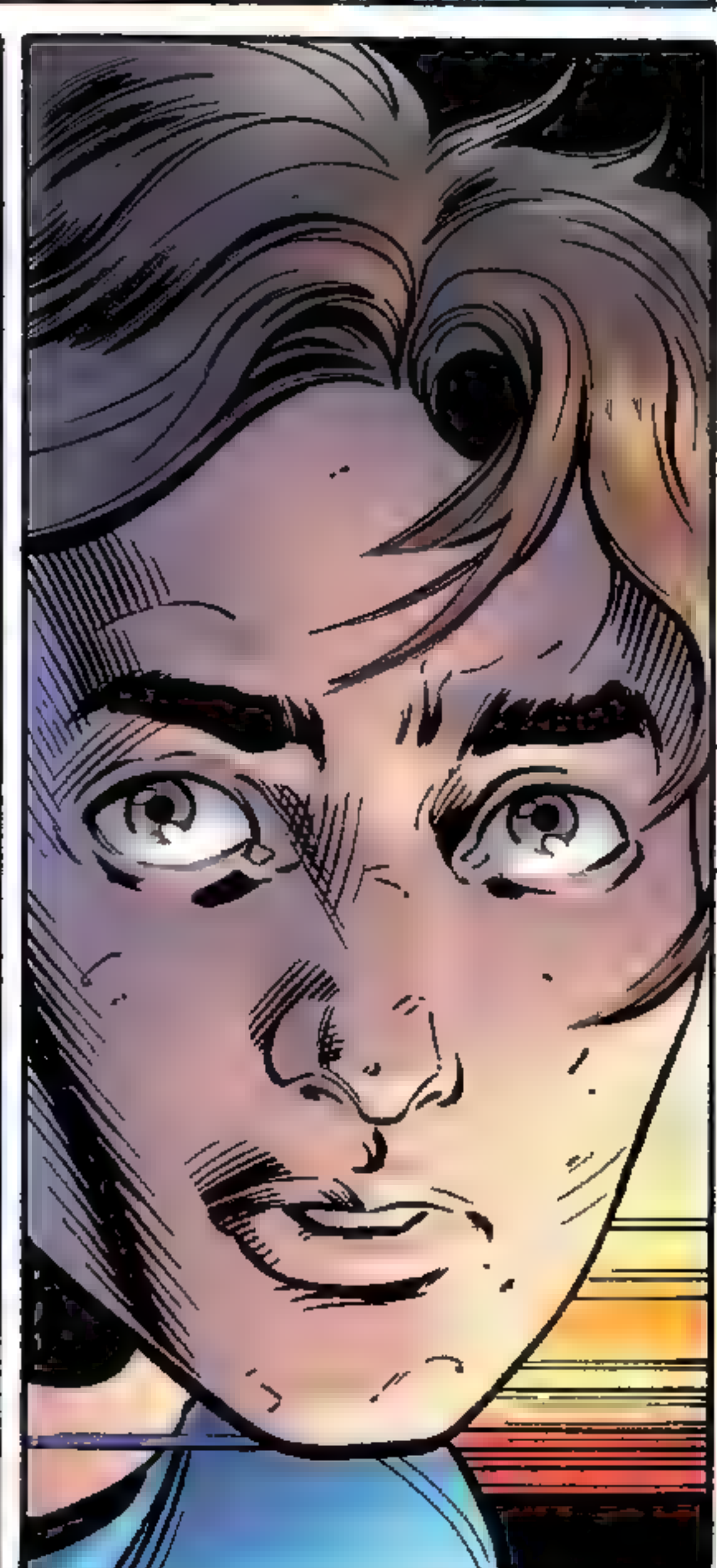
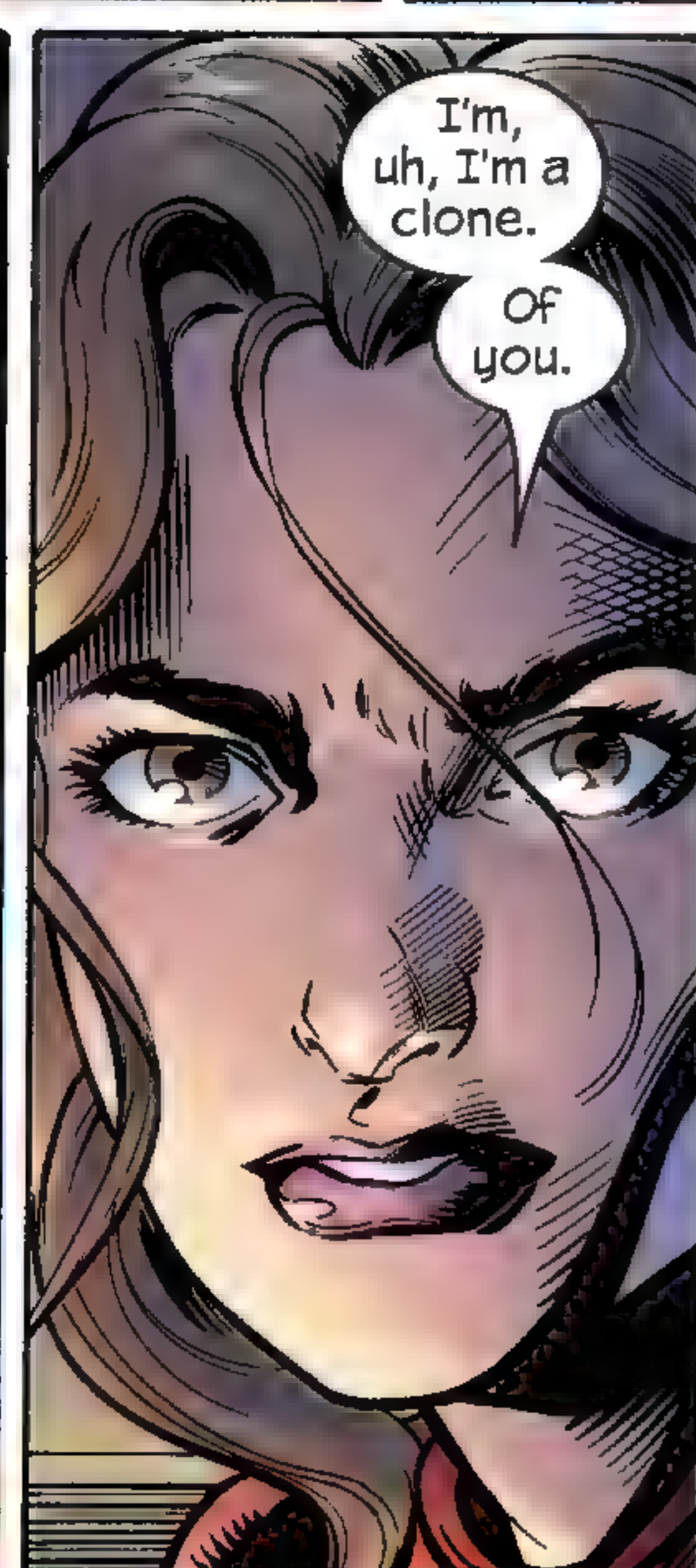
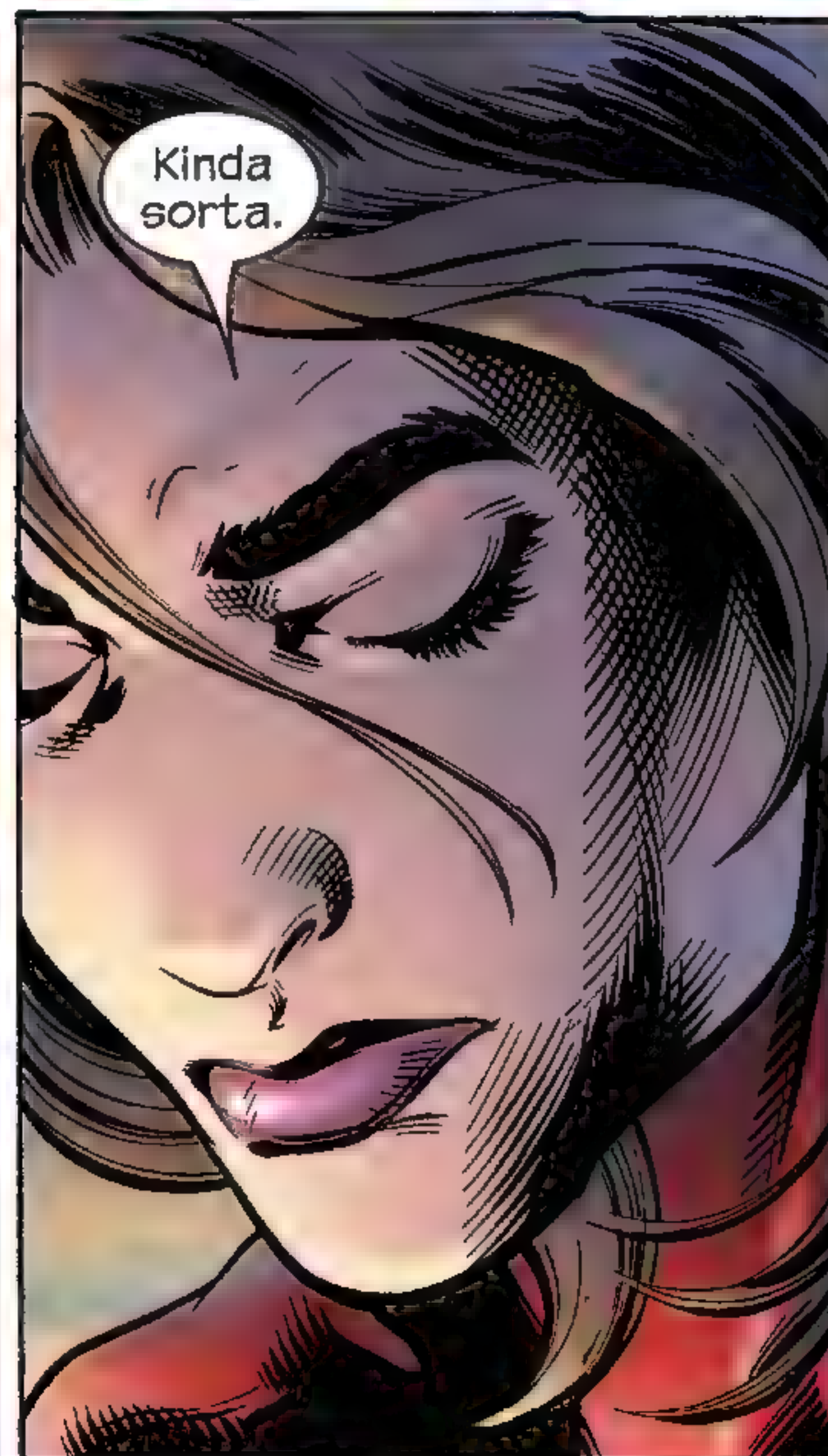
Just-just let it go. It's over.











She's coming out of it.

Hi.

My name is Ben Reilly.

If that name sounds vaguely familiar it's because I was Doctor Curt Connors' assistant a few months ago.

Don't worry about trying to talk.

You can't yet.

You were brought into this world just a week ago. Your body hasn't fully adjusted to its--

(How can I explain it?)

Your body is still *forming*.

You've been heavily sedated so as to not hurt yourself.

I know in your mind, you're a little freaked out and confused right now...

But don't *worry* about that, either...

Okay, in your head you remember yourself as Peter Parker, Spider-Man...

But you're *not* him. In fact, you're not even a *him*. You're a *her*.

You're a biological replica of him, created by me and my team.

You're in an R and D facility for the Central Intelligence Agency.

You're safe and okay.

You're phase five of the project, actually.

The goal was to process a clone of Peter Parker. *Why* him? Because- well, because of his spider-powers.

And in *your* case we did a little creative chromosomal manipulation and you were born a girl.

And *you* are a rousing success.

You're the best one so far. We're really- this is very, very exciting.

Now, the good news is, as *confusing* as it is to have the memories and sense memories of a *boy* when you are a *girl* and the memories of someone you're *not*...don't worry.

We have a psych team coming in very soon and you'll be stripped of *all* those memories and we'll have all-new ones implanted in you in no time.

In *fact*, by then you won't remember even having this *conversation*, the fact that you're a *clone*, or *any* of this.



But we need to run some psych evaluation tests on you *before* we go to the next step, and that includes telling you *this* and observing how you *react* to it.

And your next life, if you choose to accept it, is going to be just as *exciting* as being Spider-Man--

You'll be a special agent for the Central Intelligence Agency.

Cool, huh?

Let's see what they have for you...

You'll be special agent Jessica Drew...

(Pretty name..)

You'll be an agent of the CIA. Codename: Spider-Woman.

(Ugh, not very original..)

I'll try to have them change that for you.



So how did this all happen?

Well, if you remember...

When you, and by *you* I mean *Peter Parker*, were friends with Curt Conners, he stole a sample of your blood...

And, you'll remember, he accidentally incubated a clone prototype that became that horrible monster that wreaked such carnage on my college campus.

Well, I helped him. And killed your friend, Gwen Stacy.

Clearly that was not the *plan*.

We didn't want to *hurt* anyone. We wanted to help people.

But what happened, happened.

And then...



Anyway, after all that went down, I was in a lot of trouble.

Curt Conners is in *jail* now for it.

And the feds came for me, too, but I had a "get out of jail" card.

Your blood sample.

And my notes from my work with Doctor Conners.



The CIA here made a deal with the FBI and they put me to work instead of making me sit in a federal prison.

I really lucked out.

They'd already put together a little brain-trust here working on the very same type of project.

A real community of like-minded geniuses.



I'm proud to be here.

In just this short time we've been working together, we cracked the mystery of the clone.

We broke down Norman Osborn's original Oz formula.

Yeah.

And a bunch of other things. All real top-secret stuff.

But all of it specifically- directly related- to super-power and mutant genealogy.

And now look at *you*, a whole, beautiful young woman created from scratch.

See, the reason Peter Parker is so *perfect* for cloning is they- we- needed something *stronger*, more *durable* than the human genome.

We needed something more.

And you were it.



You're part of a launch-series of cloning experiments. Every one of you is a little different than the next.

And each of you will be trained and/or experimented on for the government in search of, or in *place* of, the elusive Super-Soldier Serum.

Yeah, you may *be* the next Captain America.

Can you *imagine*?

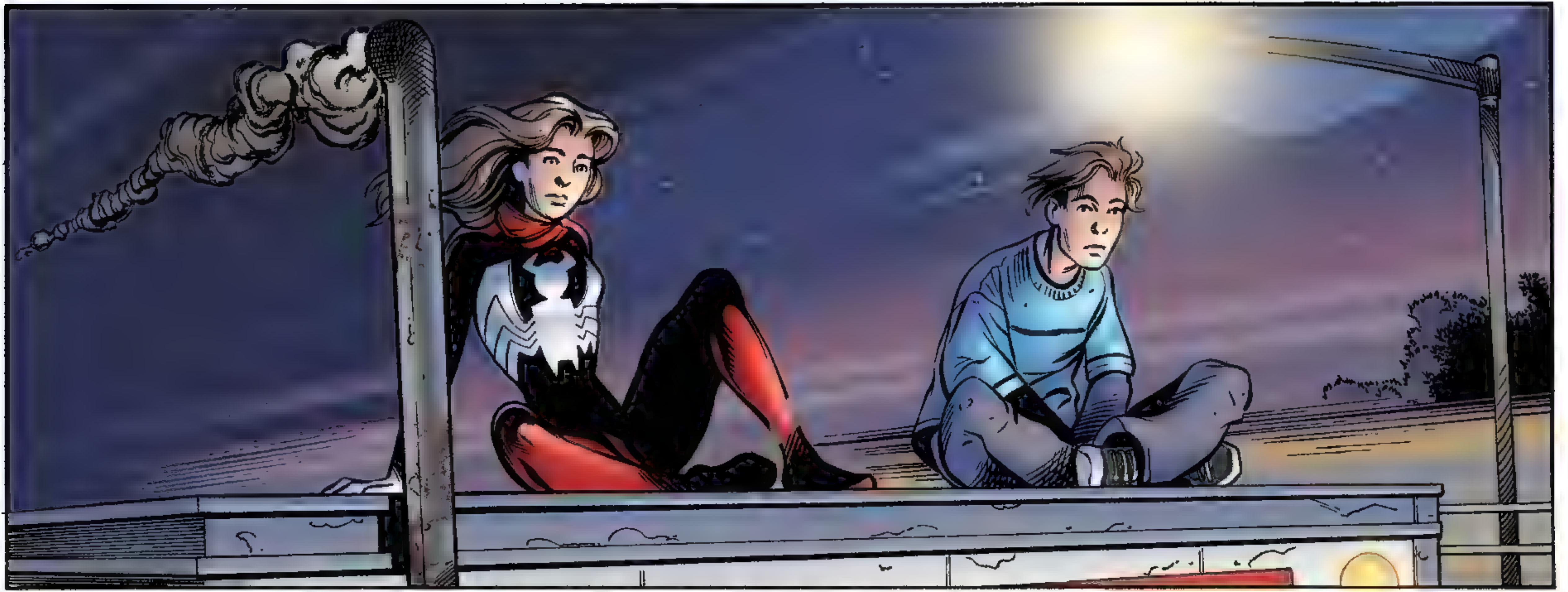
An army of a hundred, two hundred Spider-Men launching a ground assault?

Can you- oh. She's out.

Okay, Jessica, you sleep.

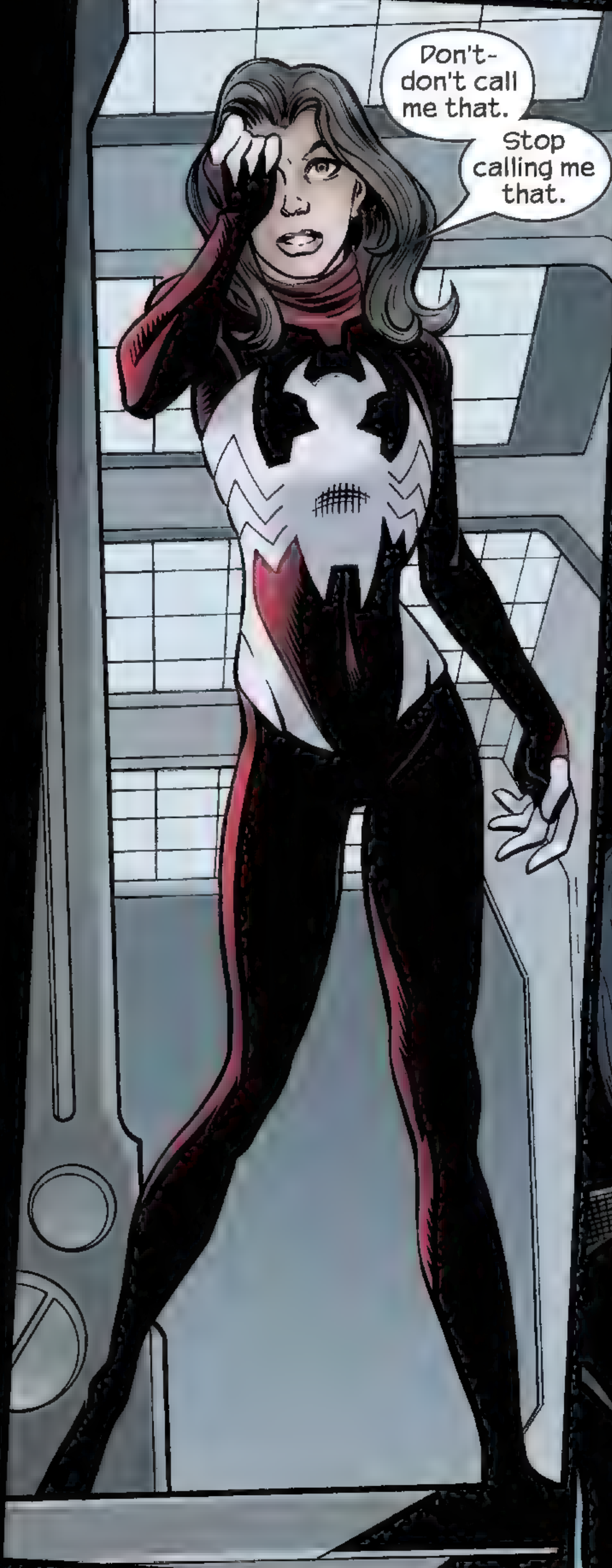
Tomorrow is a big day.







Bravo!!
Bravo, Jessica!



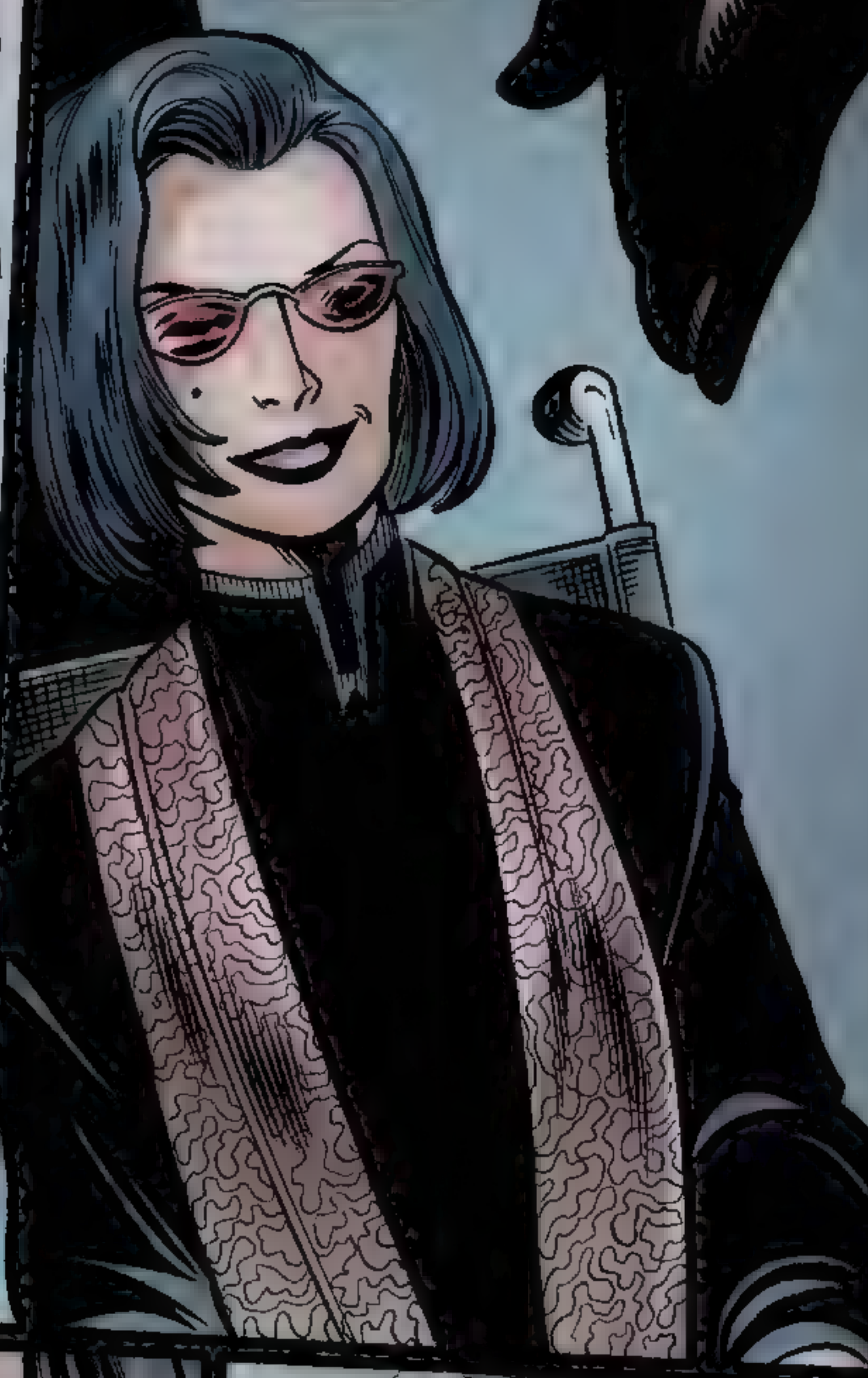
Don't-
don't call
me that.
Stop
calling me
that.

I'm
sorry...
I am.
I mean no
disrespect.
That's what
today is all about,
anyhow.
You're going
to become Jessica
Drew today.
I told you
we had a psych
team that will help
you with that.

Painless.
Quick.

Meet the
person that is
going to help you
with all of that.
Cassandra
Webb.

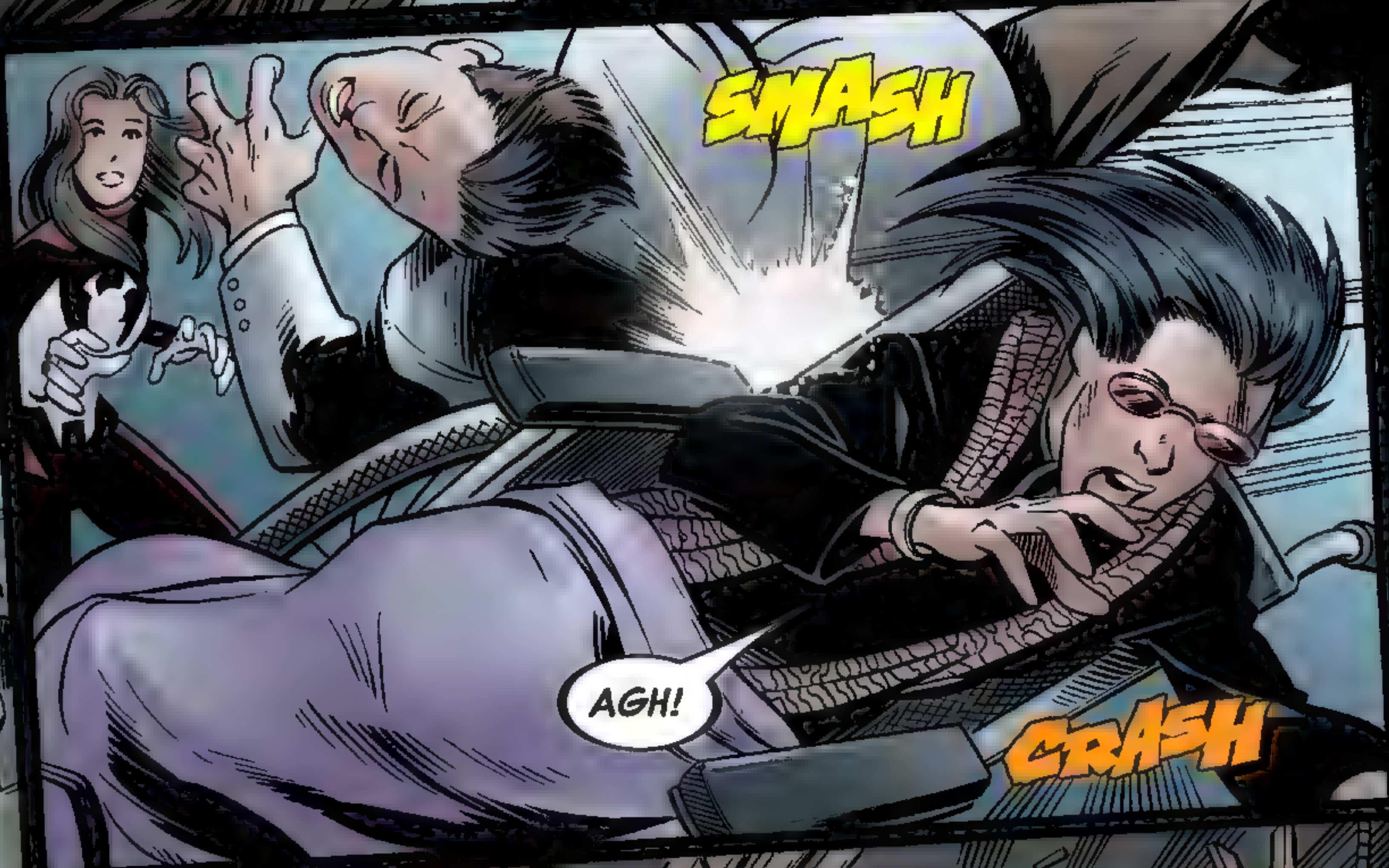
I know
this has been
difficult.
It'll all
be over in a
minute.



Why did
you people do
this to me?



Jessica,
you know that
we--







Whoah.

Okay.
This is
weird.

We should
get out of here-
we should go
find MJ.

No.
There's been
an accident.

Everyone just
go back in your
rooms and wait
for the power to--

But MJ
needs our
help.

No. We leave
Peter and all of
them alone.

What is
this? What
have you done
to me??

Everyone,
just calm--

Just
stay here.

Yeah,
uh, no.

I'm not
going to let
this happen!!

We
have to save
her!

Stay here!!
Listen to me!!
Stay here!!



"So, here I am, with
every fiber of my
being telling me I
am Peter Parker.

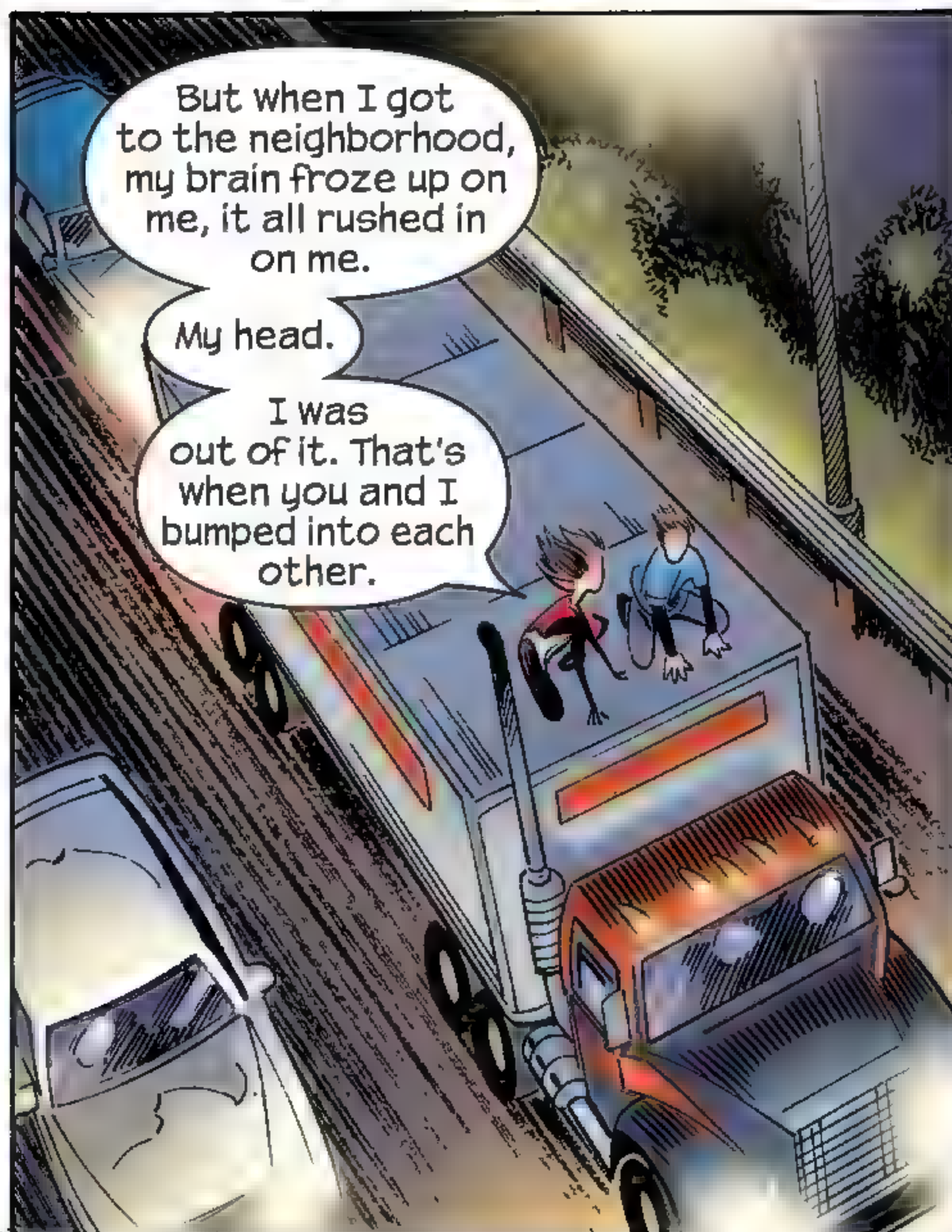
"I remember every-
thing I have ever done,
said, smelled, eaten,
I remember it all.

"Except
I'm not.

"None of
us are.



"Once I got something vaguely resembling my bearings, my intention was to just make sure none of them went and bothered MJ."



But when I got to the neighborhood, my brain froze up on me, it all rushed in on me.

My head.

I was out of it. That's when you and I bumped into each other.



Which didn't help.

Someone took MJ?

One of my- my- my clones took MJ?

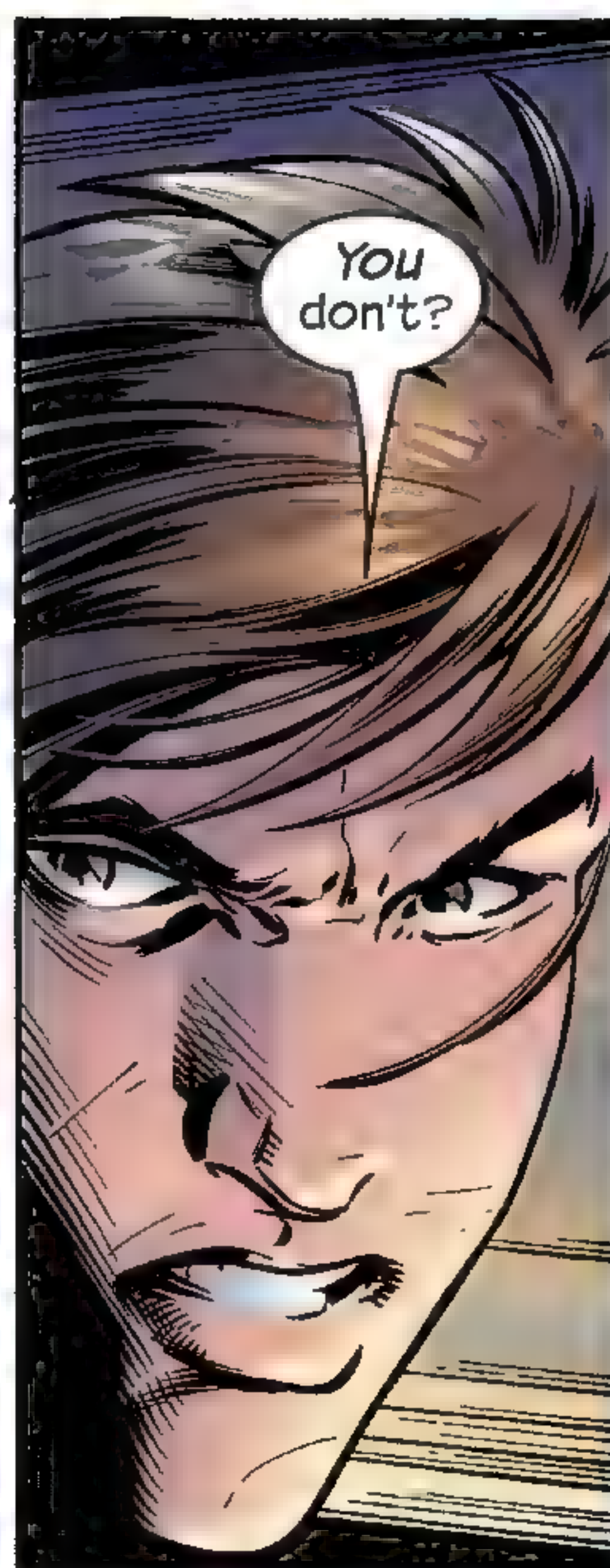


I think so, yes.

But, man, I hope I am so, so, so wrong.

She is missing. That's how my night started.

I just don't want her involved in any of this.



You don't?



I know, I was, uh, speaking for *both* of us.

I came back to tell you all this, level with you, and there was Nick Fury, once again making every day a sun-shiny day.



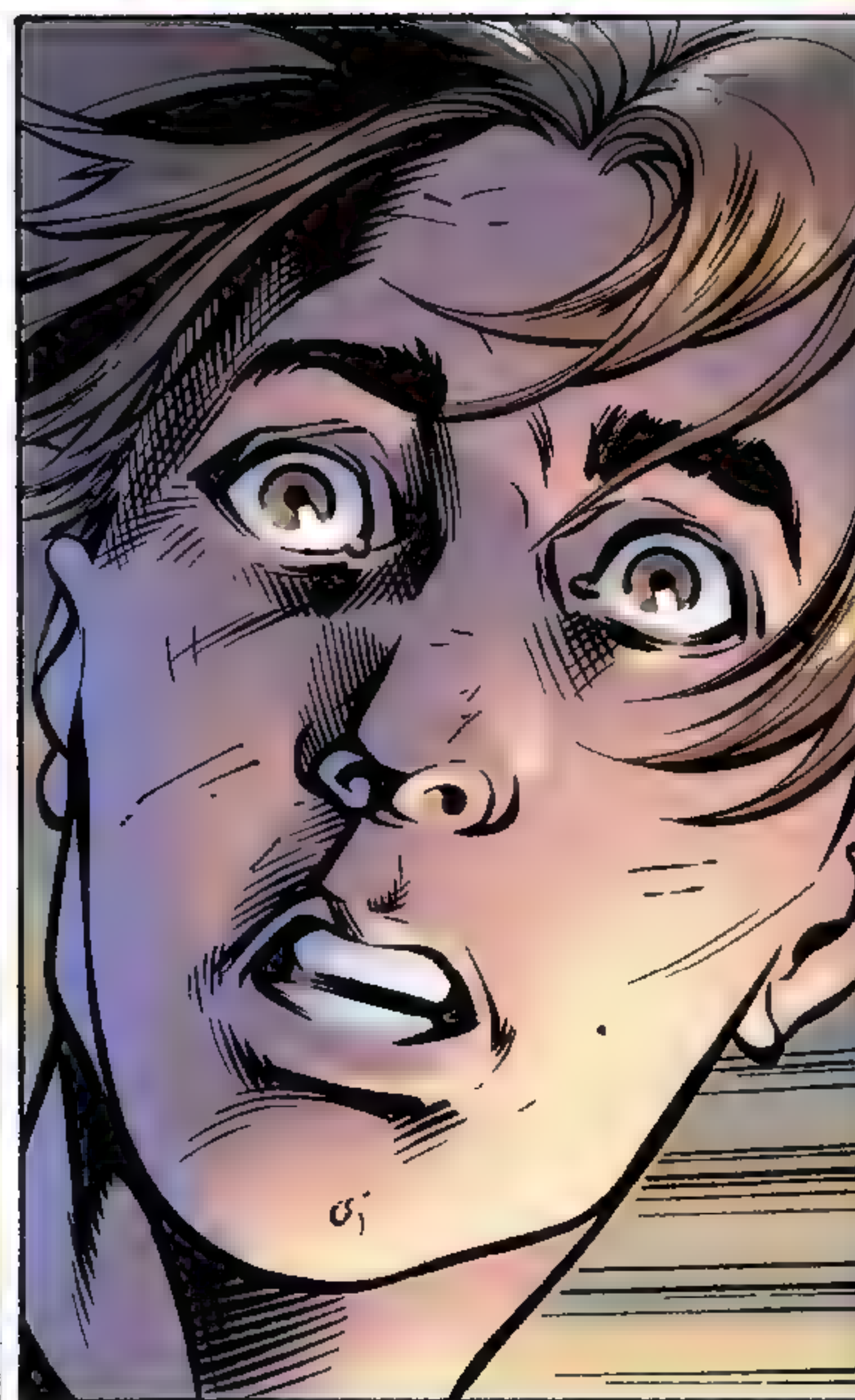
I'm- I'm just completely--

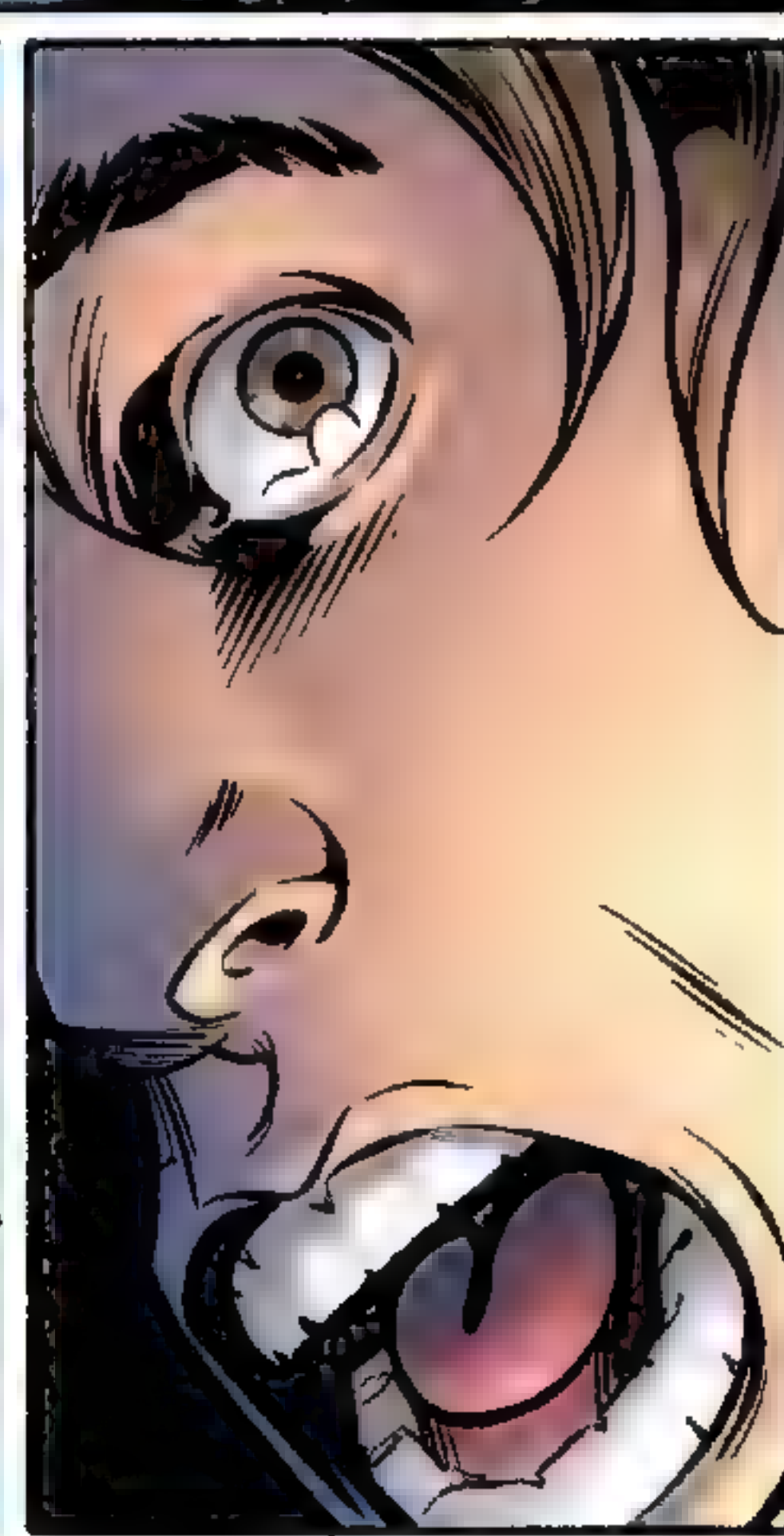
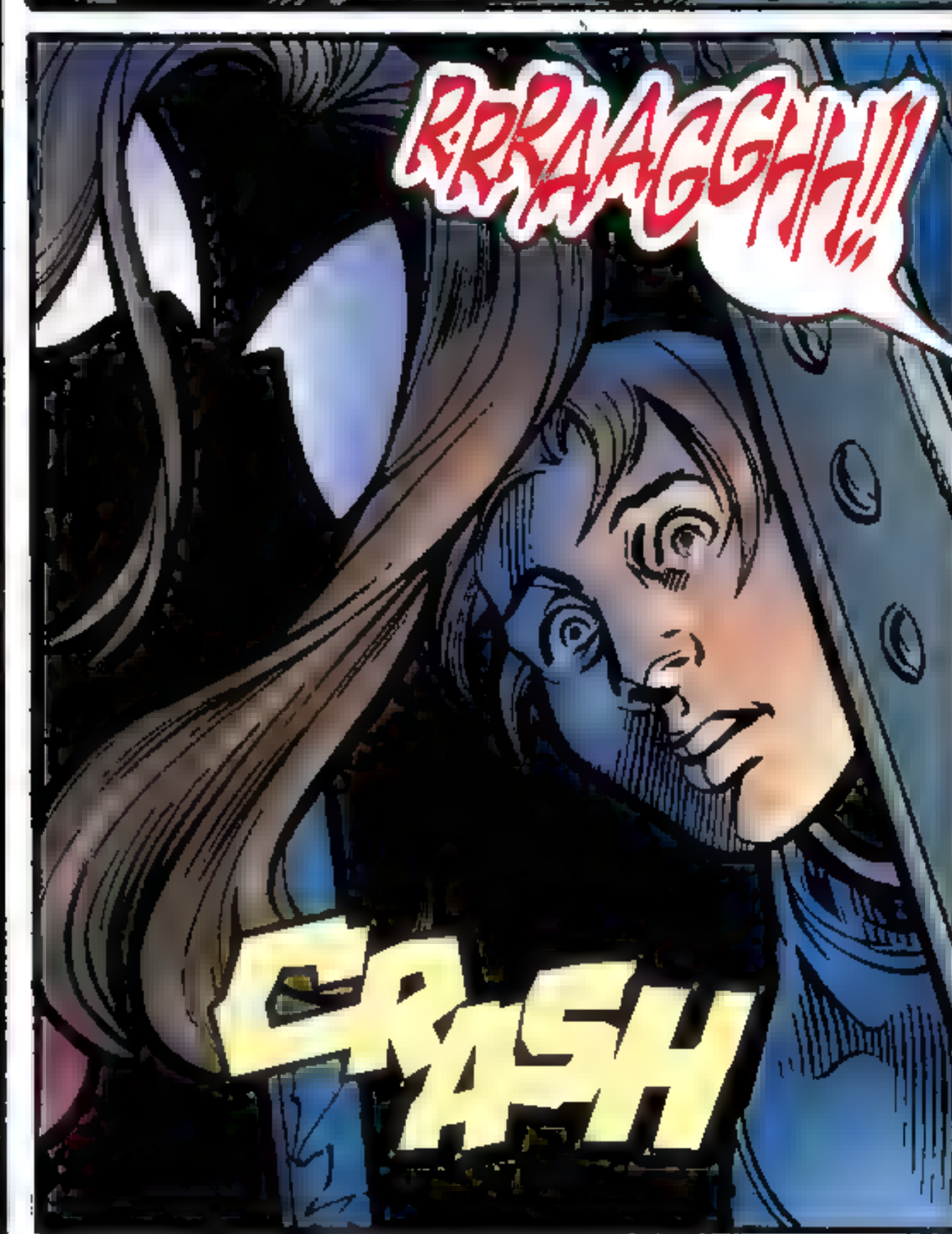
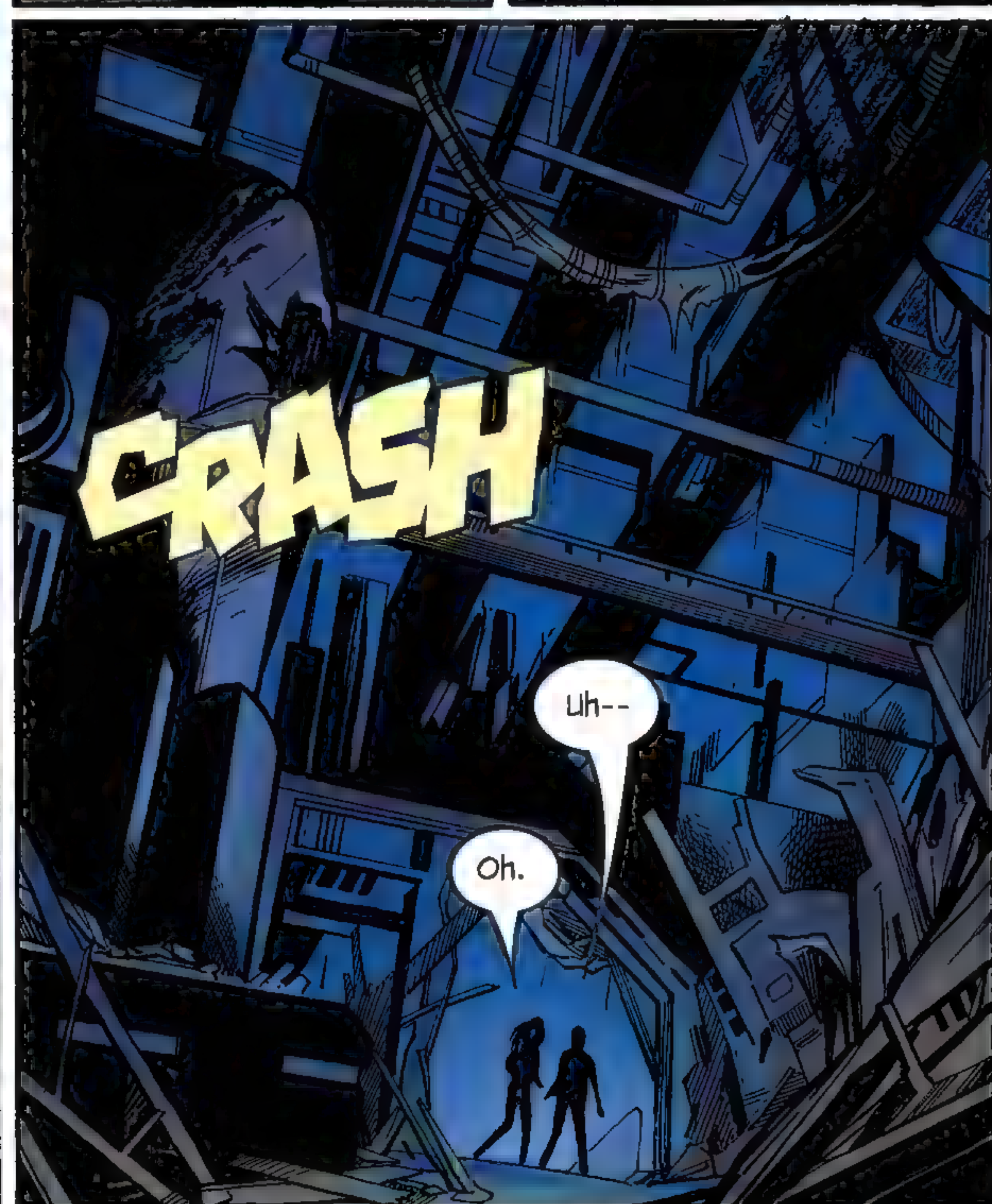
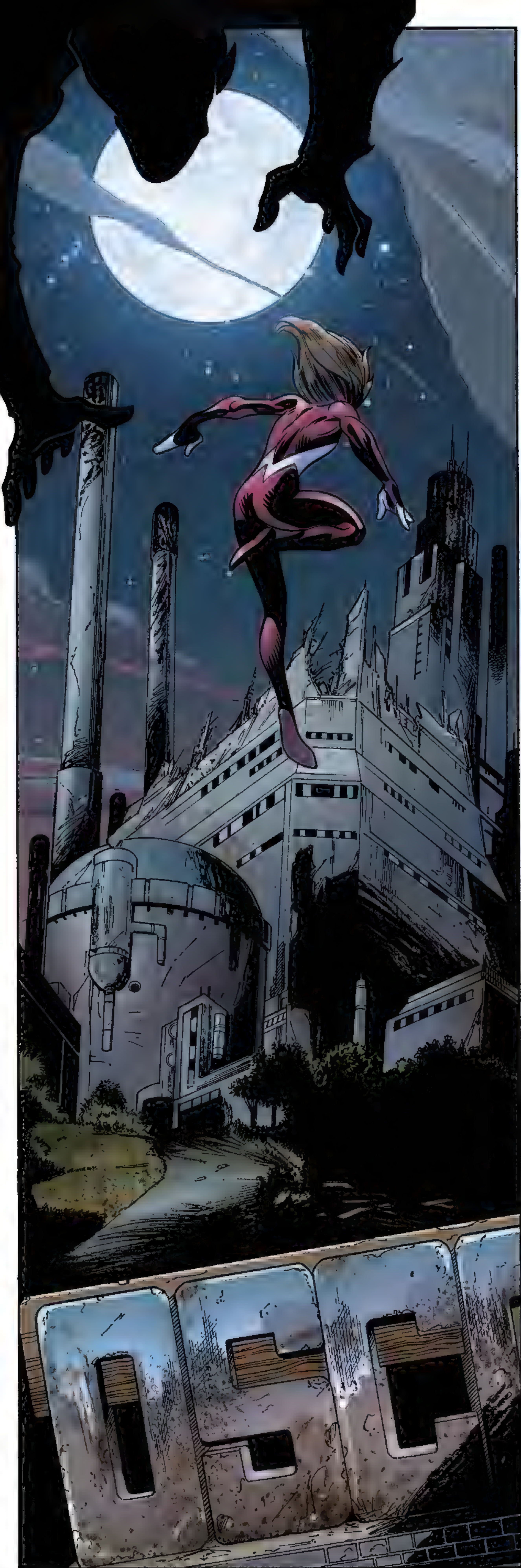
And here-look- this is the last place I could think of that one of us, in our delicate mental state, might take MJ.

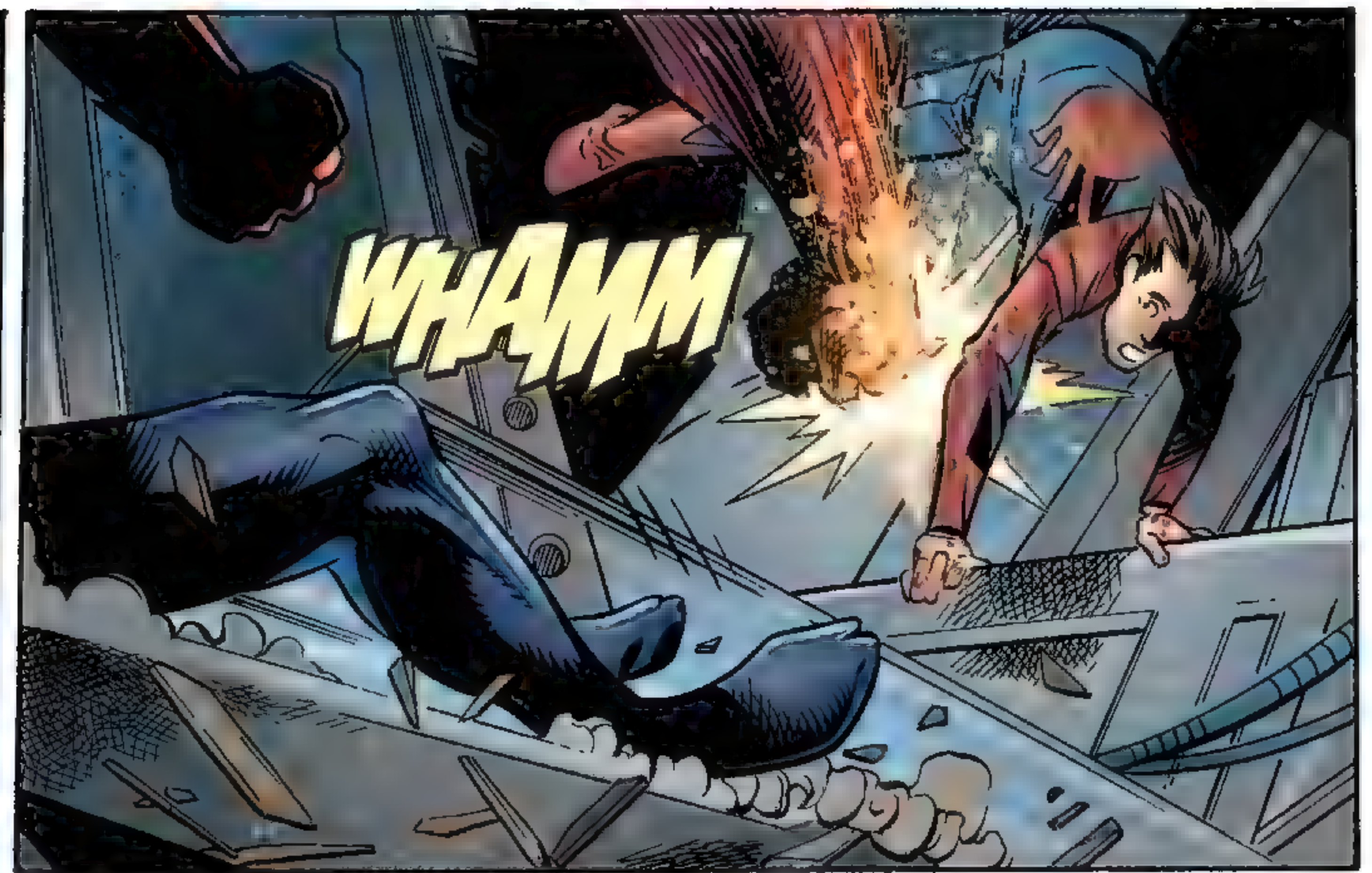
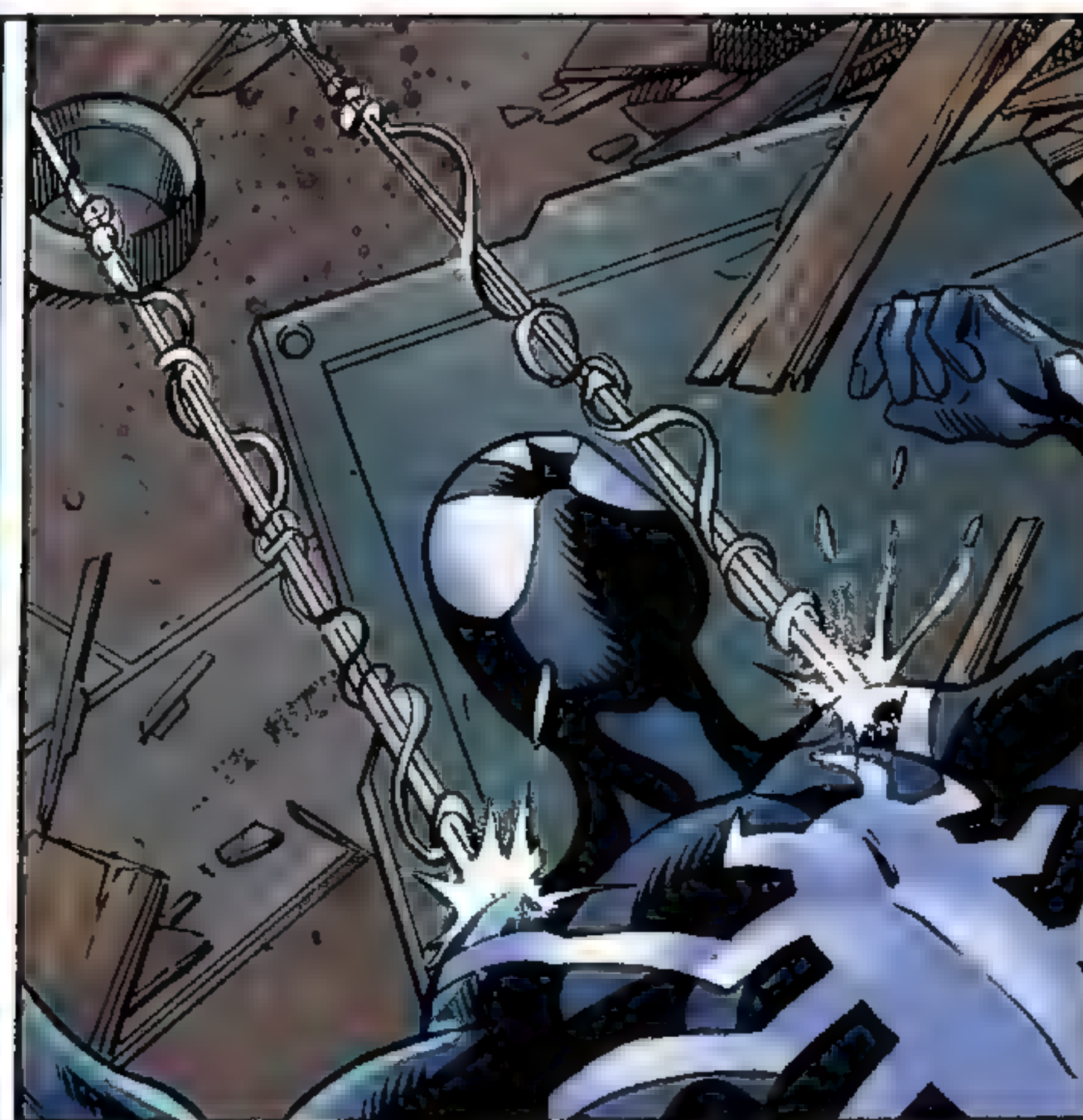
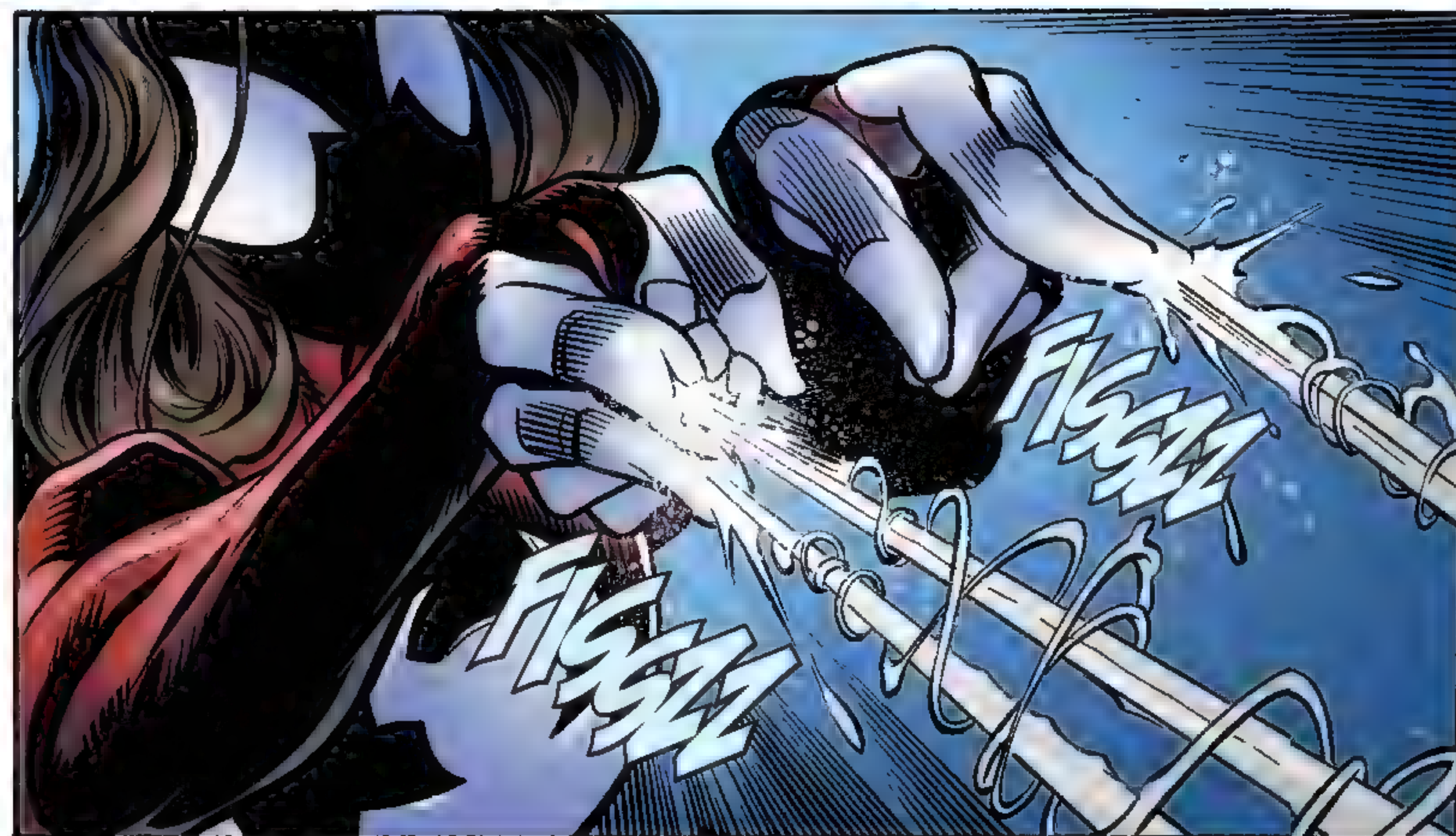


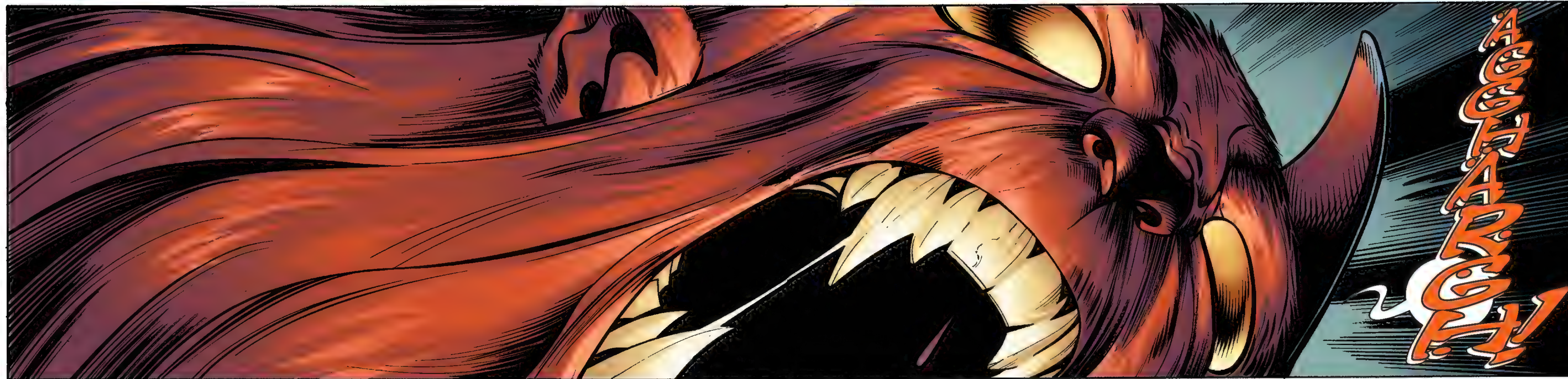
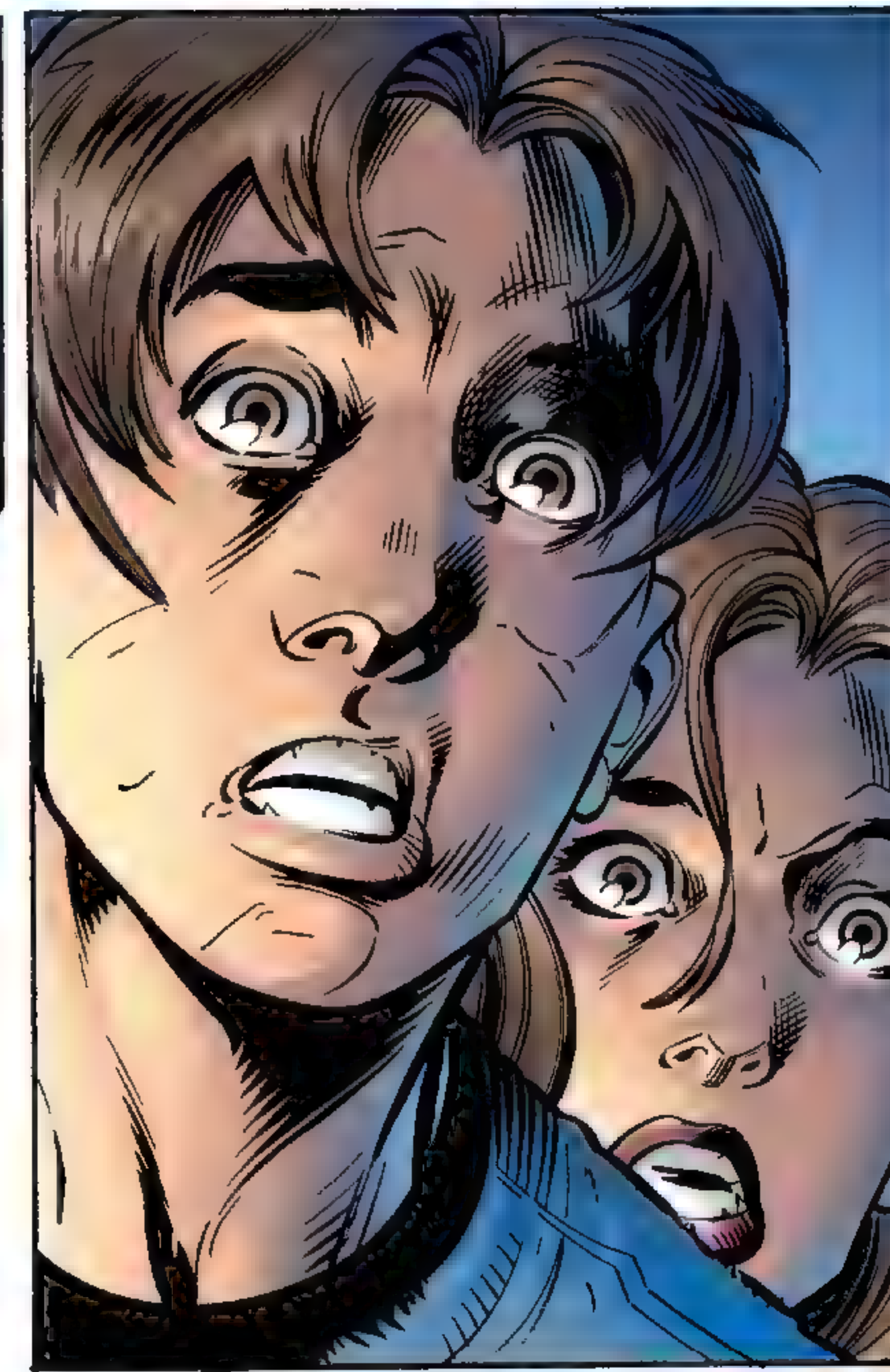
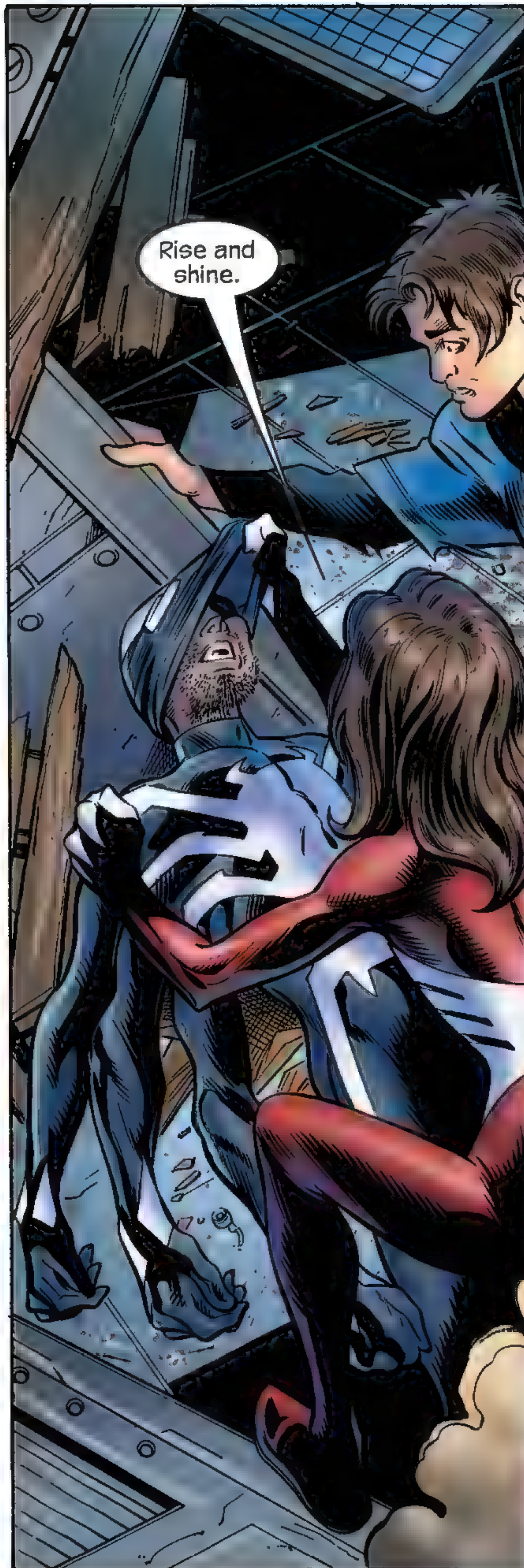
Where are we?

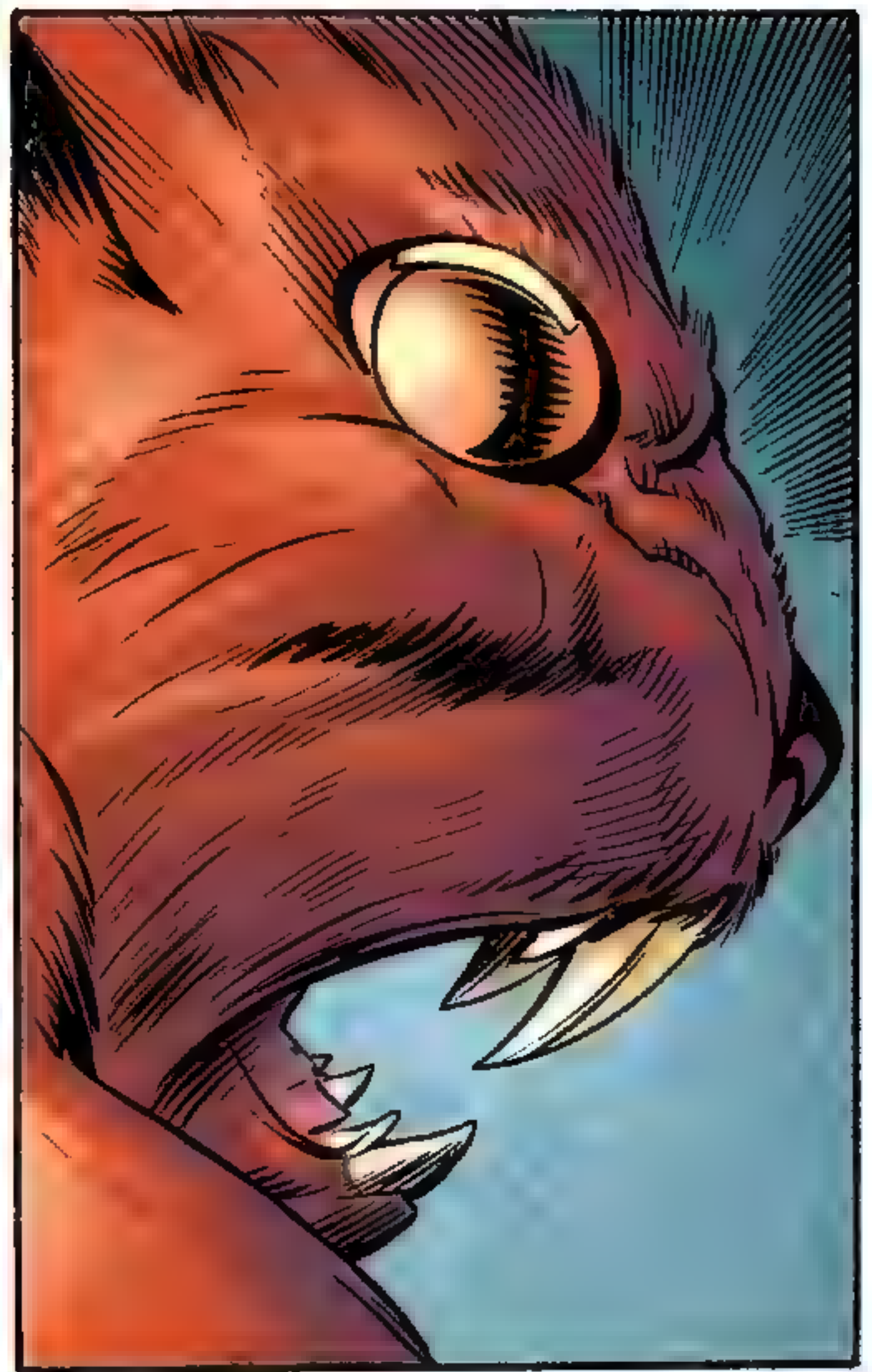
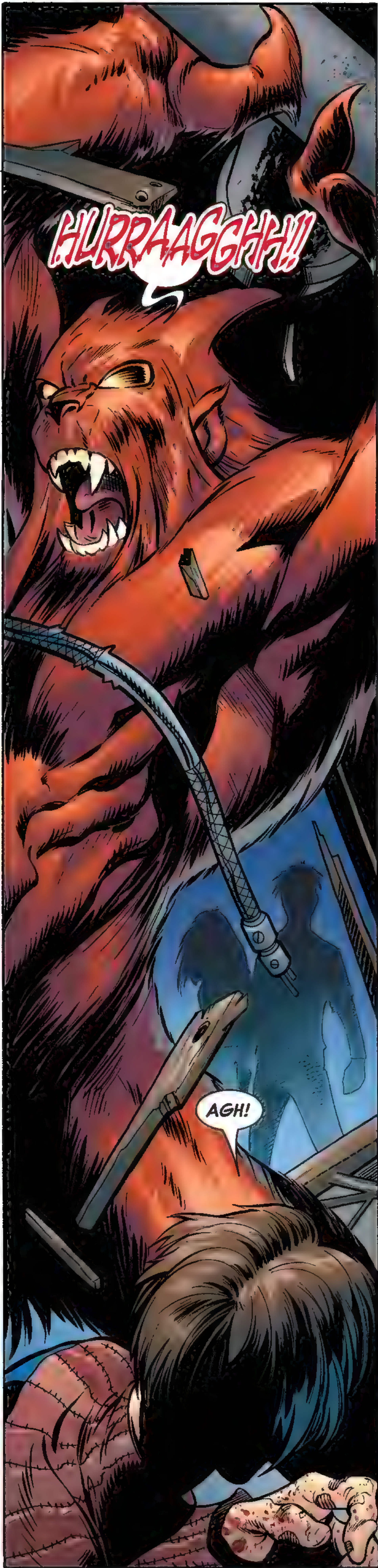
Jump.

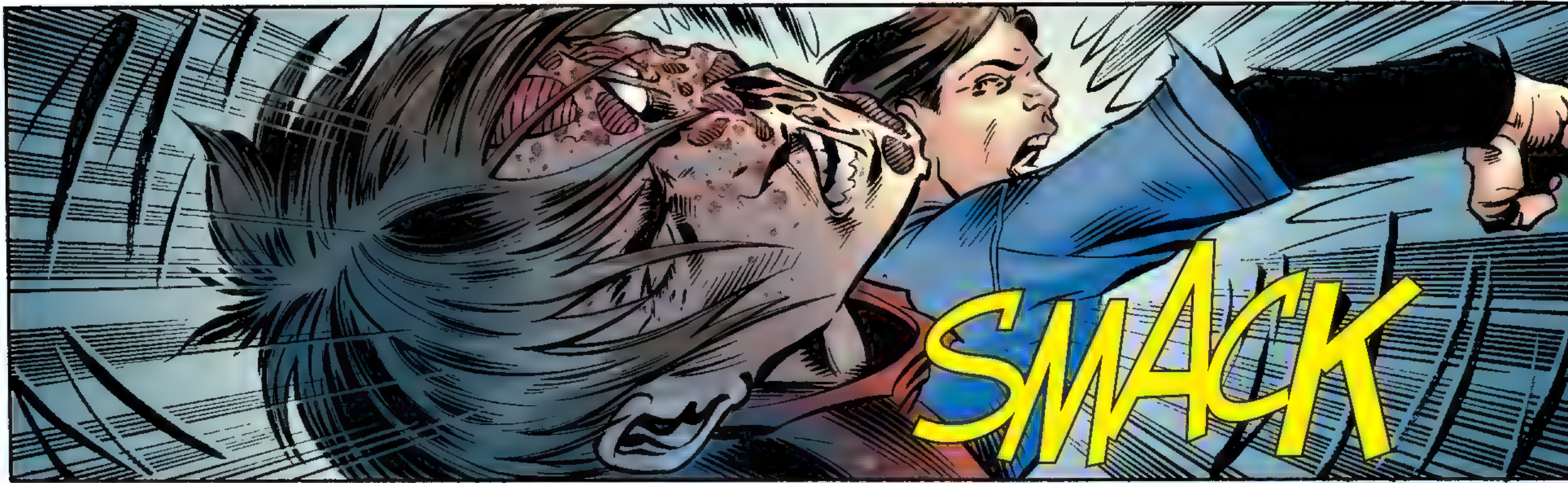




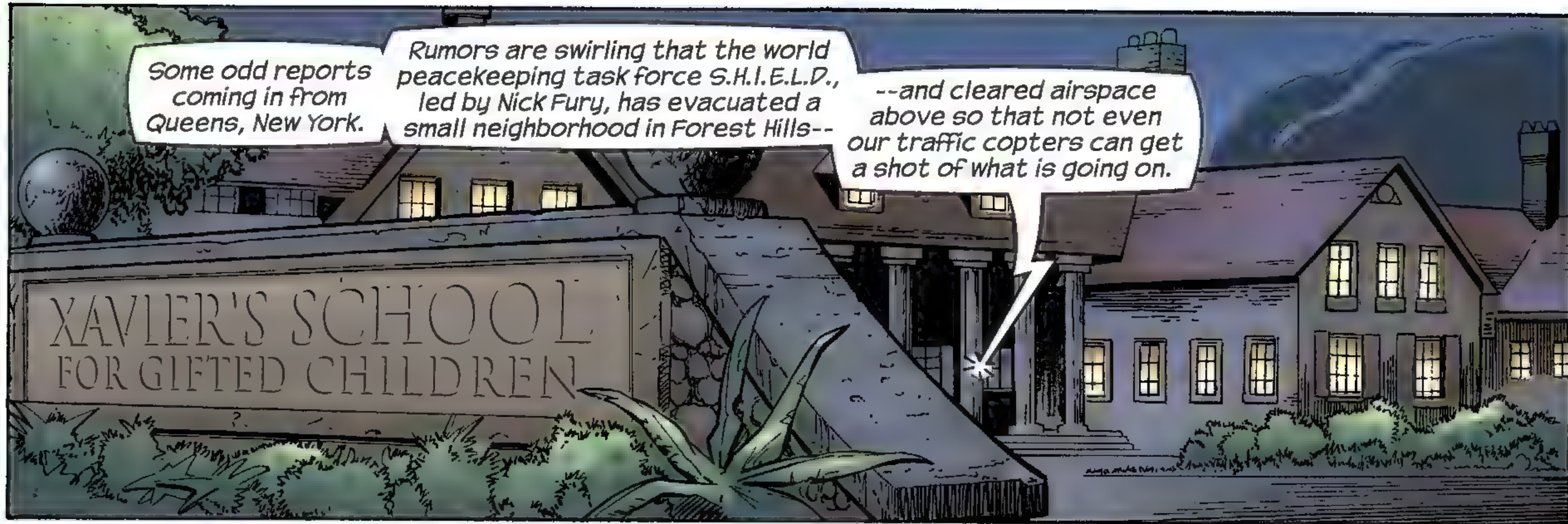








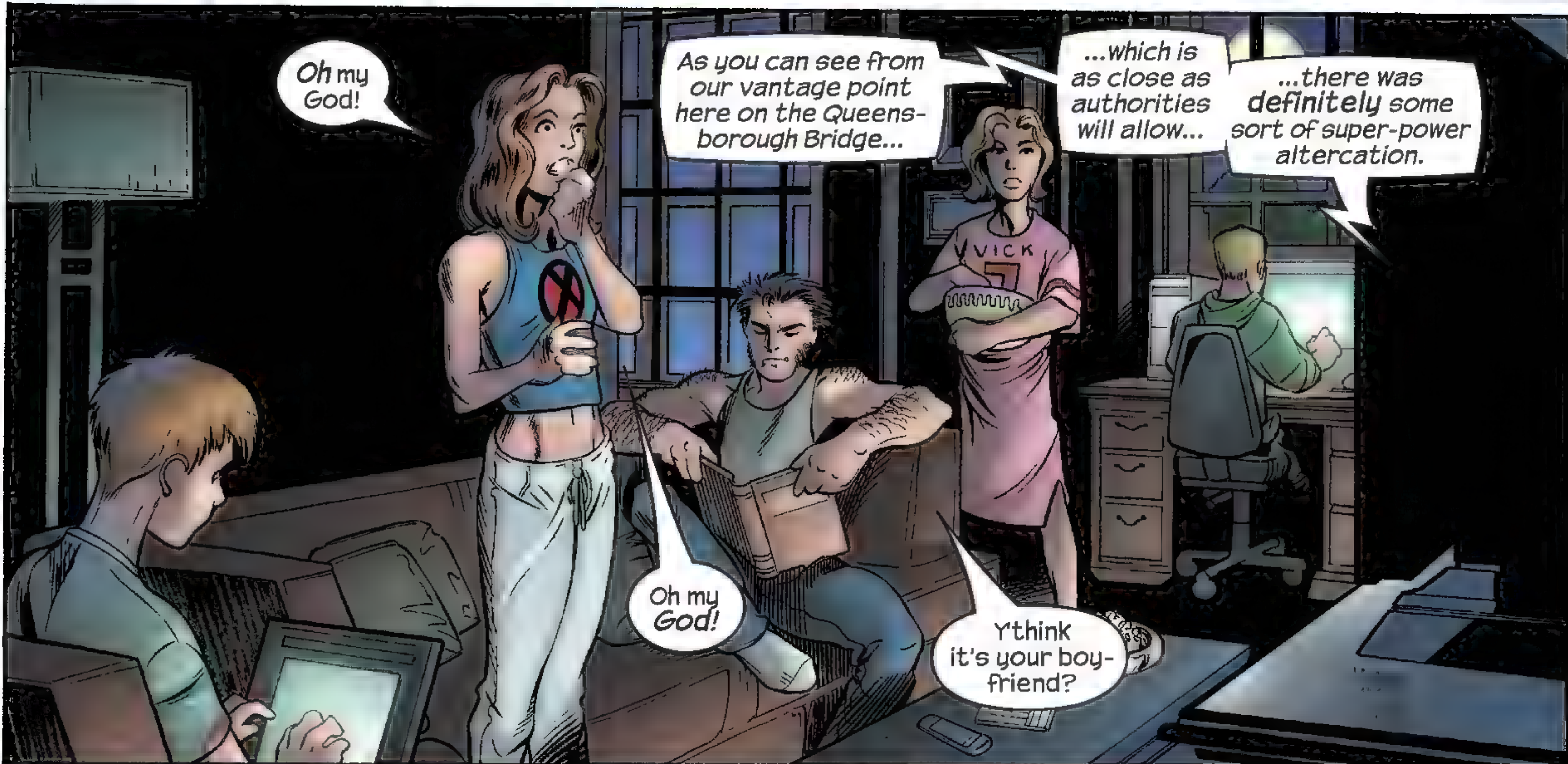




Some odd reports coming in from Queens, New York.

Rumors are swirling that the world peacekeeping task force S.H.I.E.L.D., led by Nick Fury, has evacuated a small neighborhood in Forest Hills--

--and cleared airspace above so that not even our traffic copters can get a shot of what is going on.



Oh my God!

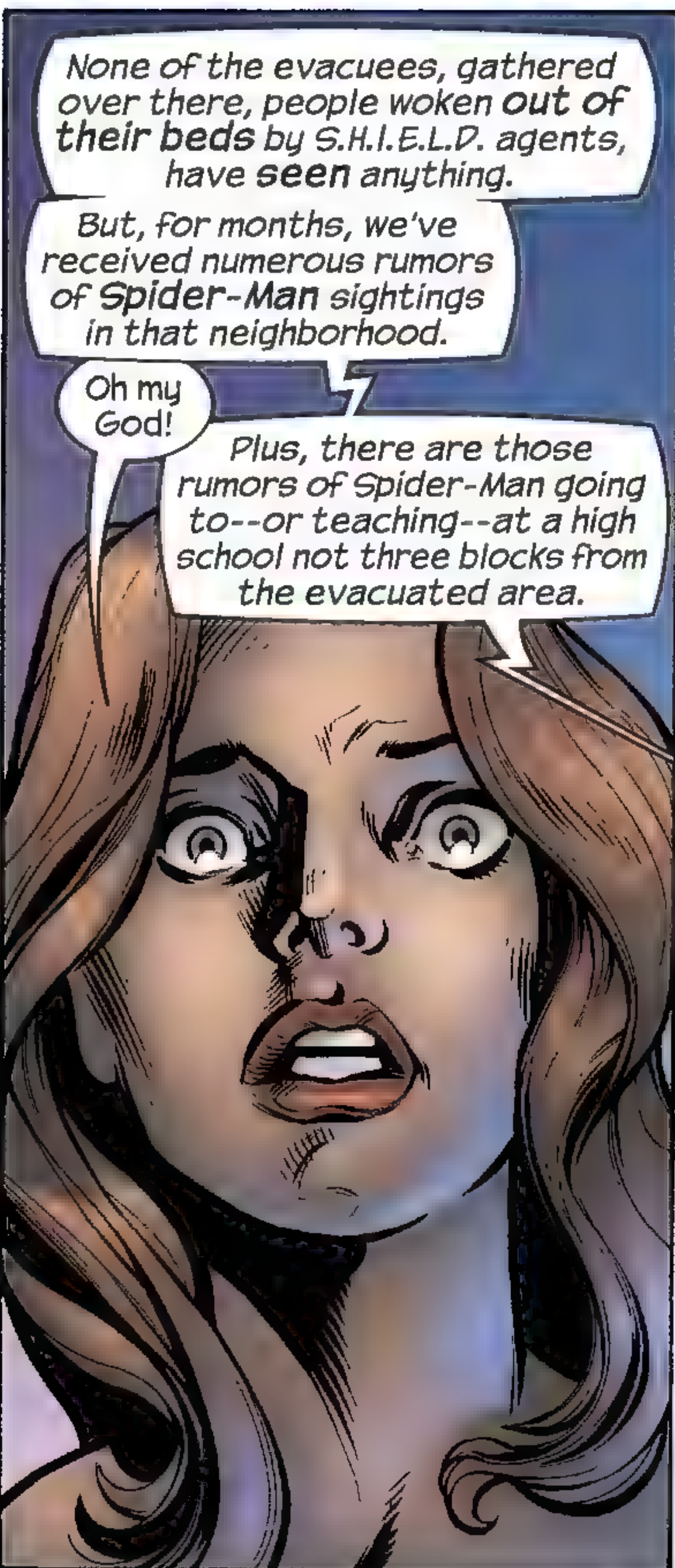
As you can see from our vantage point here on the Queensborough Bridge...

...which is as close as authorities will allow...

...there was definitely some sort of super-power altercation.

Oh my God!

Y'think it's your boy-friend?

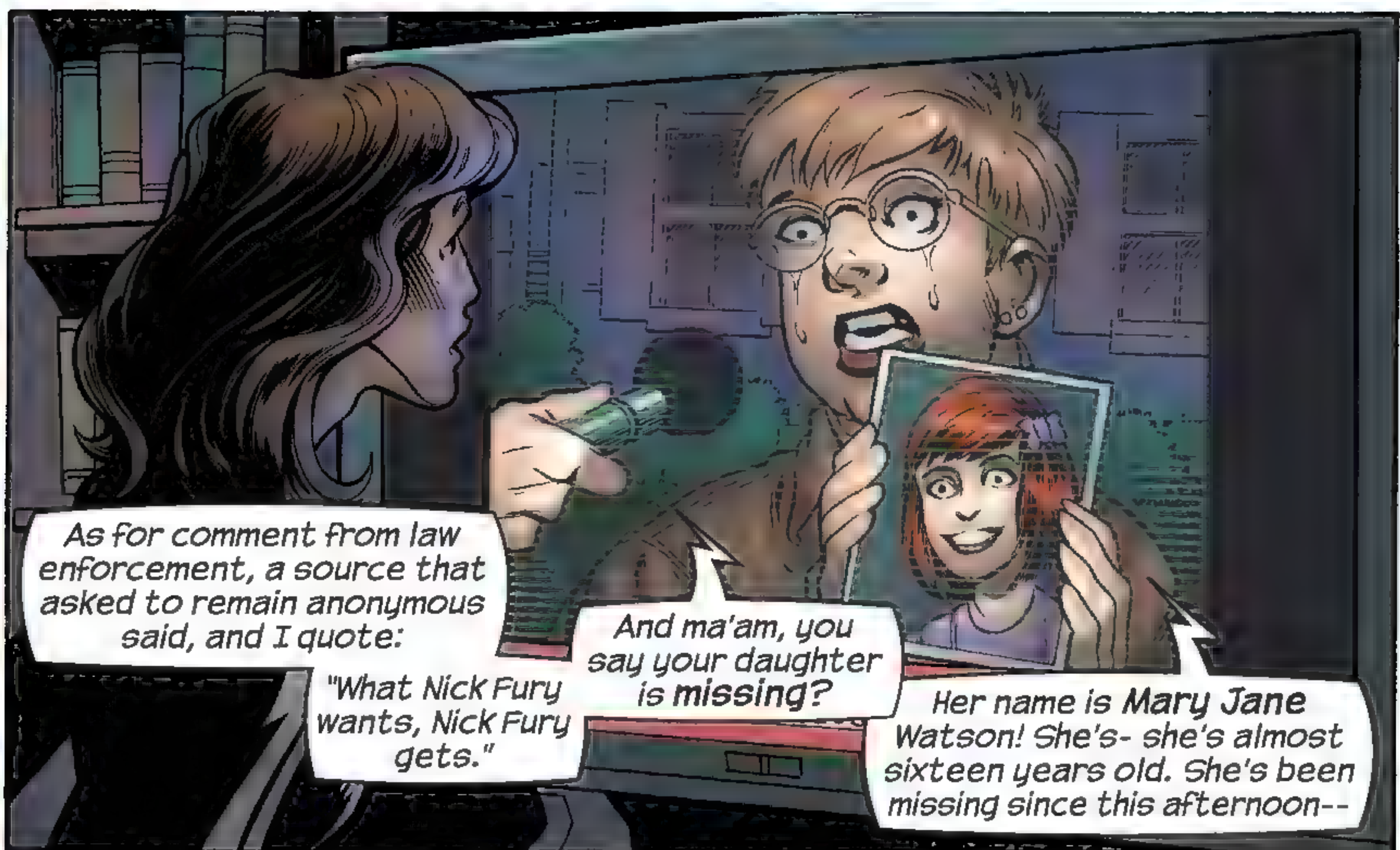


None of the evacuees, gathered over there, people woken out of their beds by S.H.I.E.L.D. agents, have seen anything.

But, for months, we've received numerous rumors of Spider-Man sightings in that neighborhood.

Oh my God!

Plus, there are those rumors of Spider-Man going to--or teaching--at a high school not three blocks from the evacuated area.



As for comment from law enforcement, a source that asked to remain anonymous said, and I quote:

"What Nick Fury wants, Nick Fury gets."

And ma'am, you say your daughter is missing?

Her name is Mary Jane Watson! She's- she's almost sixteen years old. She's been missing since this afternoon--



We'll have updates for you as soon as--

Professor!!





Blue!

We have a code blue!!!

What's her name?

Her name is Parker. I'm not *sure* of her first name.

May! Her name is May.

Are you really Sue Storm from the Fantastic Four???

Yes, yes, I'm Sue Storm of the Fantastic Four.

This woman collapsed. I think she's in a cardiac arrest.

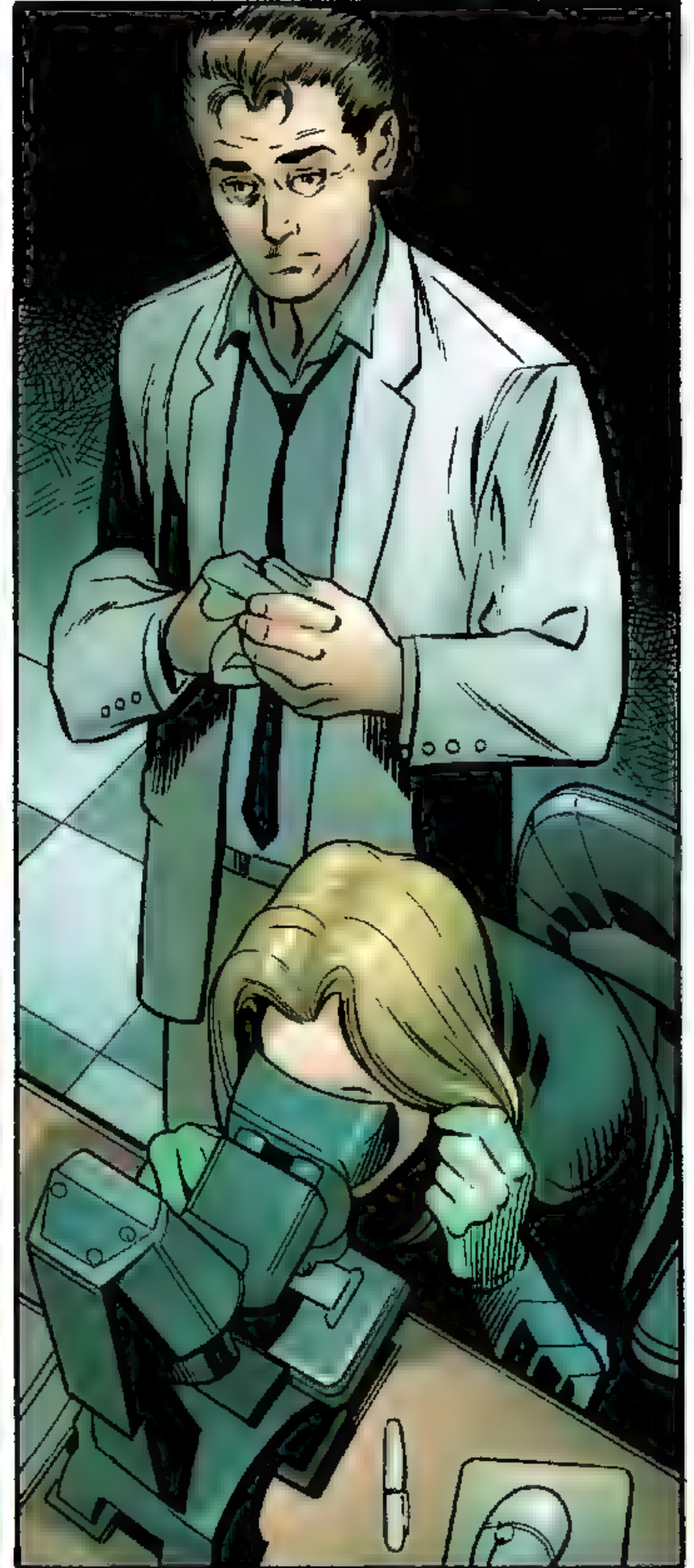
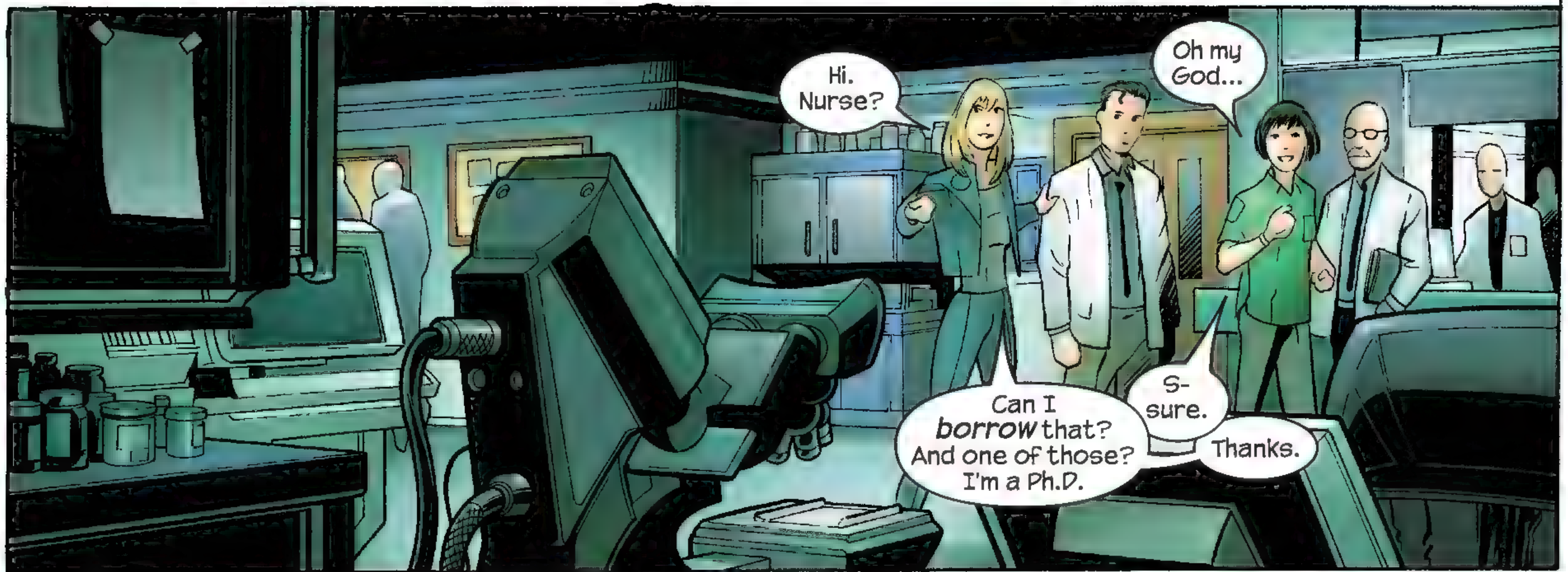
My name is Richard Parker. I'm- I'm her brother-in-law.

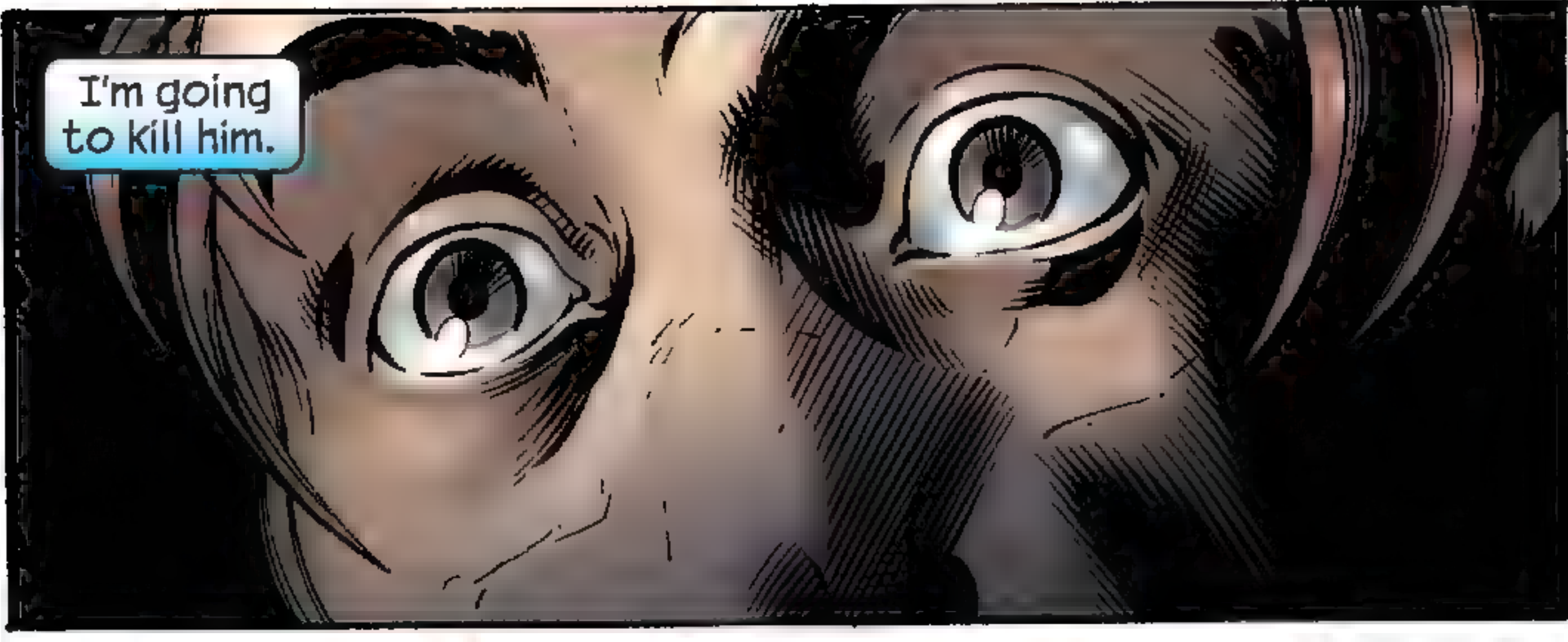
Okay, just wait here.

Is she--?

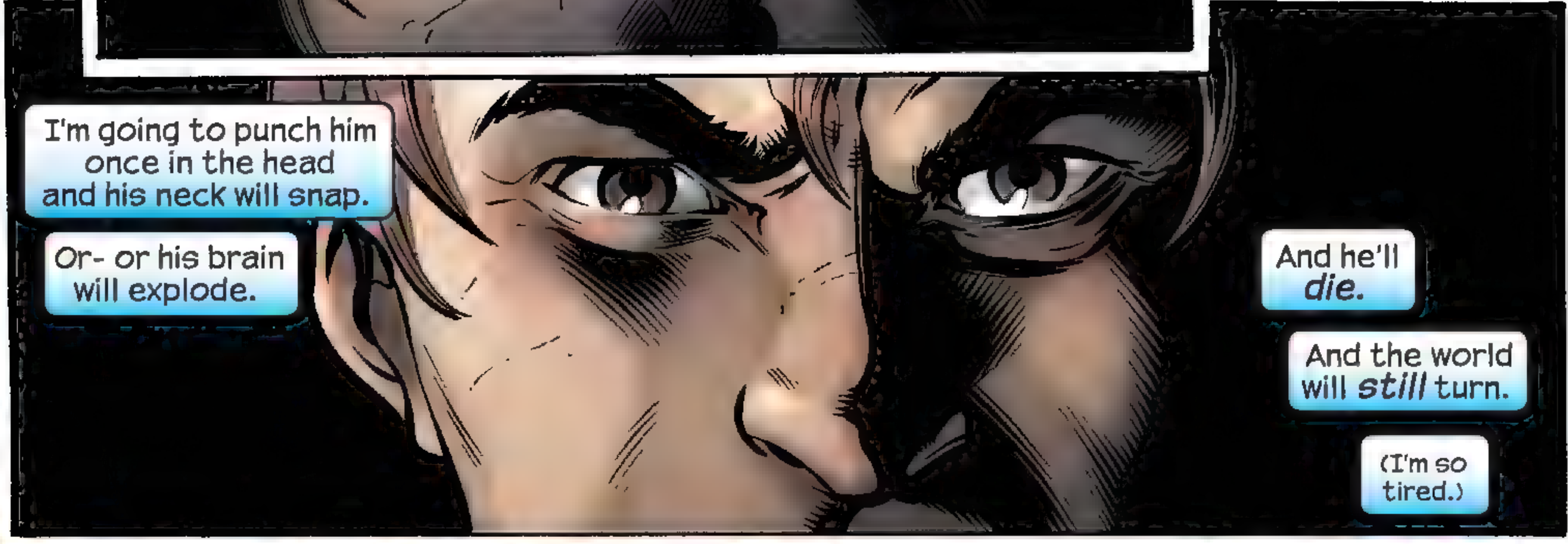
Just let them do what they have to do.







I'm going to kill him.



I'm going to punch him once in the head and his neck will snap.

Or- or his brain will explode.

And he'll *die*.

And the world will *still* turn.

(I'm so tired.)



I can do this.

Do it!!!

Kill him.

So many people in the world have killed for so much *less* than this.

You're just a kid.

You won't even go to jail.

(Temporary insanity.)



It *is* temporary insanity!! It *is*. You've been driven insane!

He *cloned* you.

He cloned Gwen.

Aunt May had a *heart attack*!

MJ! Oh my God, what has happened to MJ?!!

He destroyed your home!

He did it!!

He did *all* of it!!



Kill him!!

Do it!!

You could do it so fast they won't be able to stop you.

For MJ. For Aunt May, For Gwen, For Harry, for...

For- for--



Don't!!

There's been enough of that tonight.

Yes, let's please keep it civil.

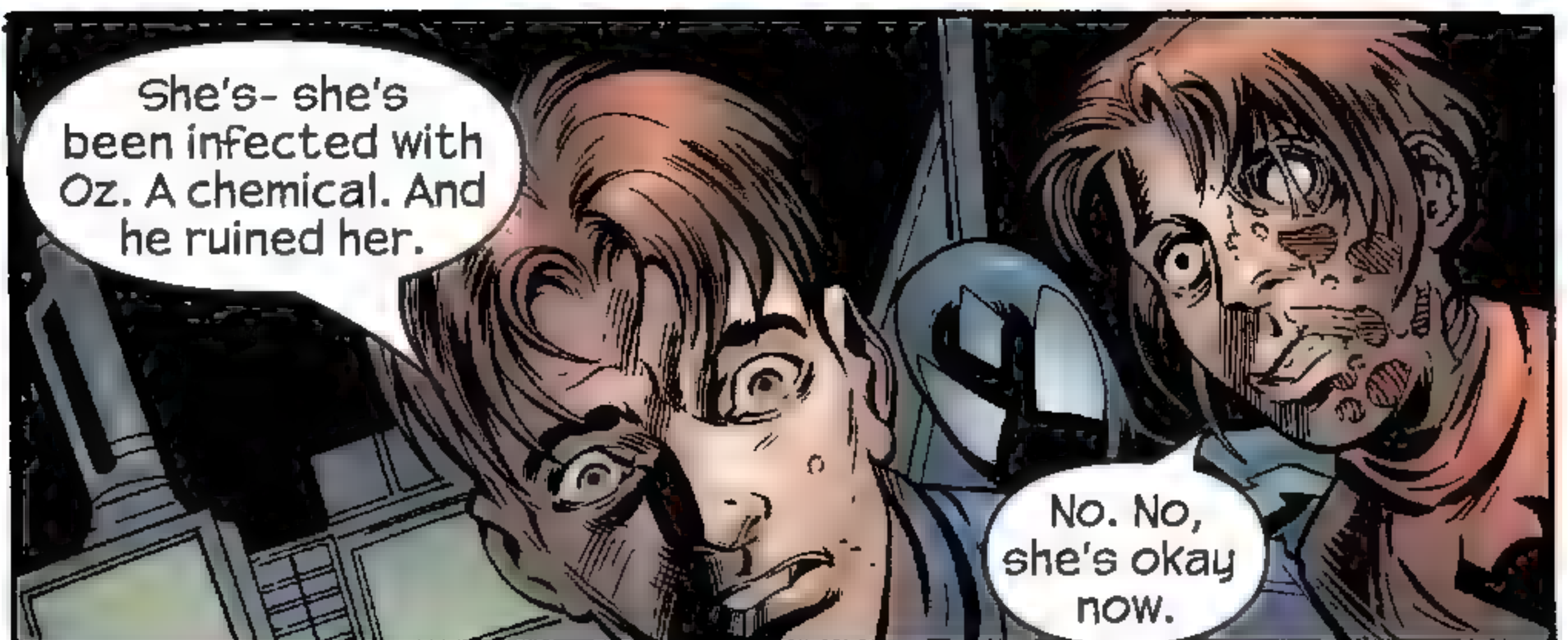
It's been a **very** long day. I missed a dinner over this.



Dude, is that- is that MJ?

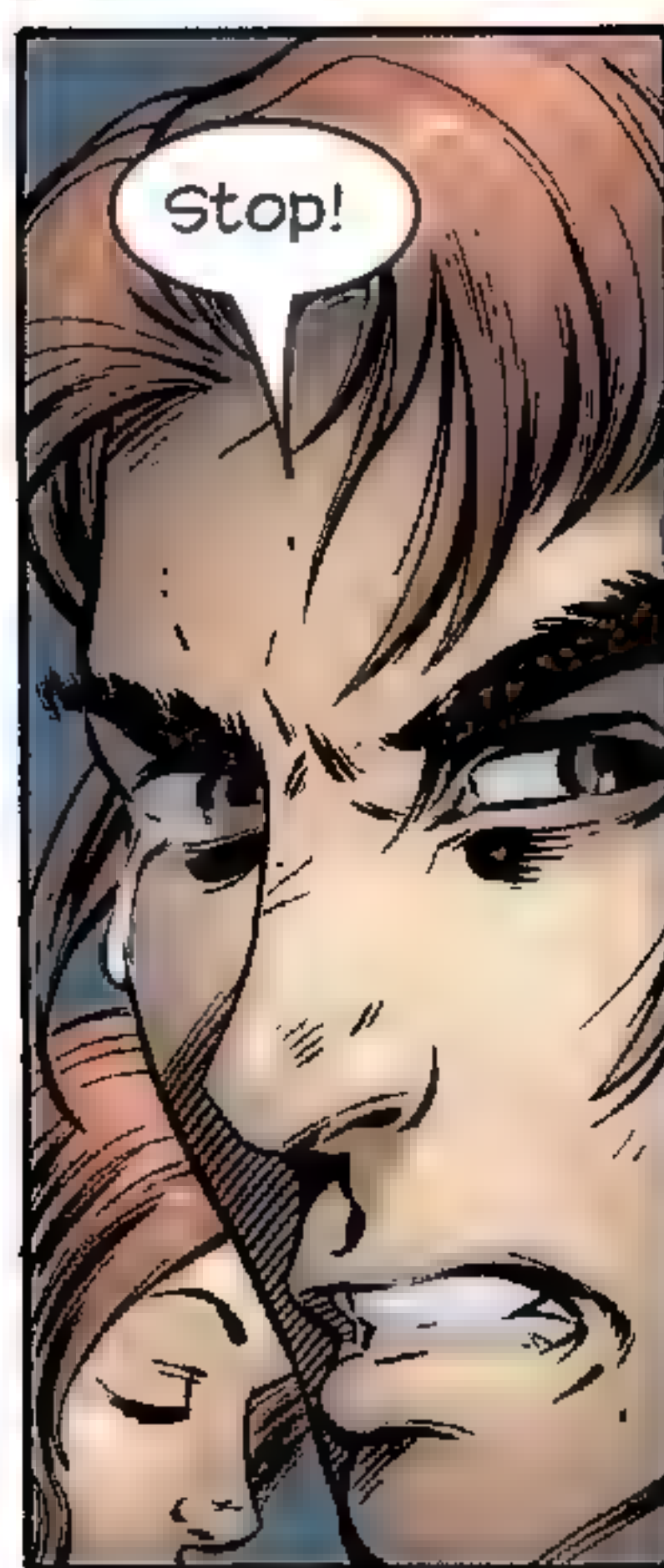
They ruined her.

What's **happened** to her?



She's- she's been infected with Oz. A chemical. And he ruined her.

No. No, she's okay now.



Stop!



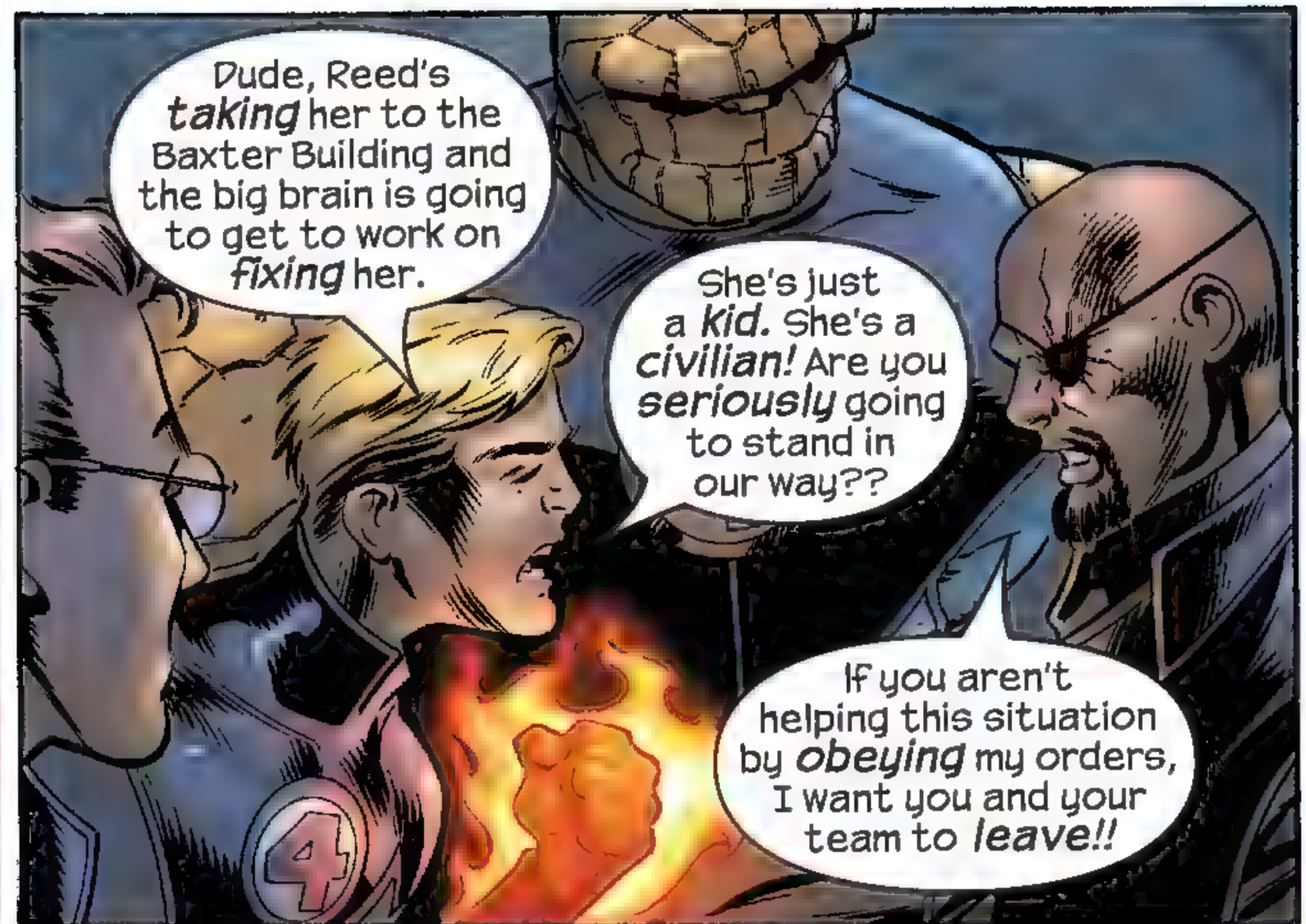
Okay, I'm creeped out.

Reed, I **know** that girl. Can you fix her? You can fix her.

No.

No, **what?**

Kid, we have a situation here that needs to be contained and you "Fantastic Four" need to--



Dude, Reed's **taking** her to the Baxter Building and the big brain is going to get to work on **fixing** her.

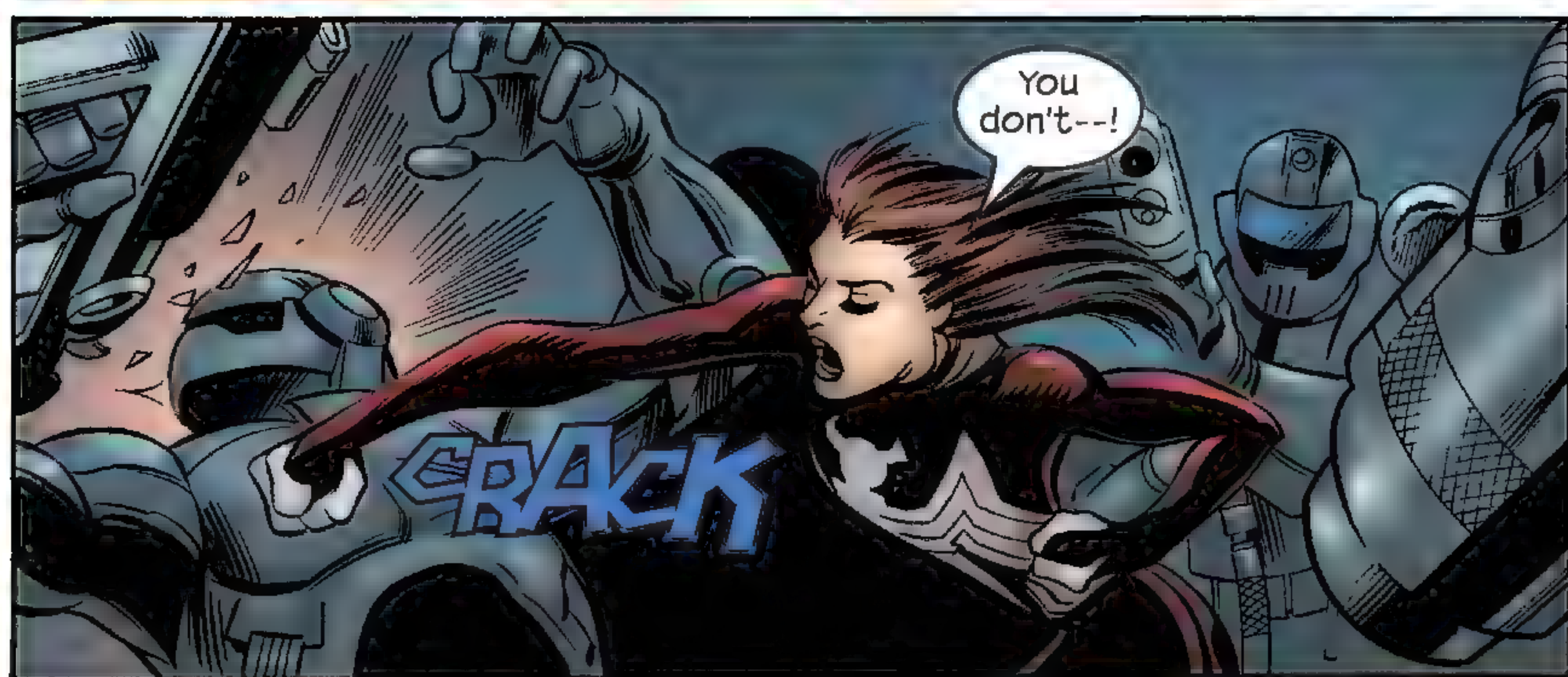
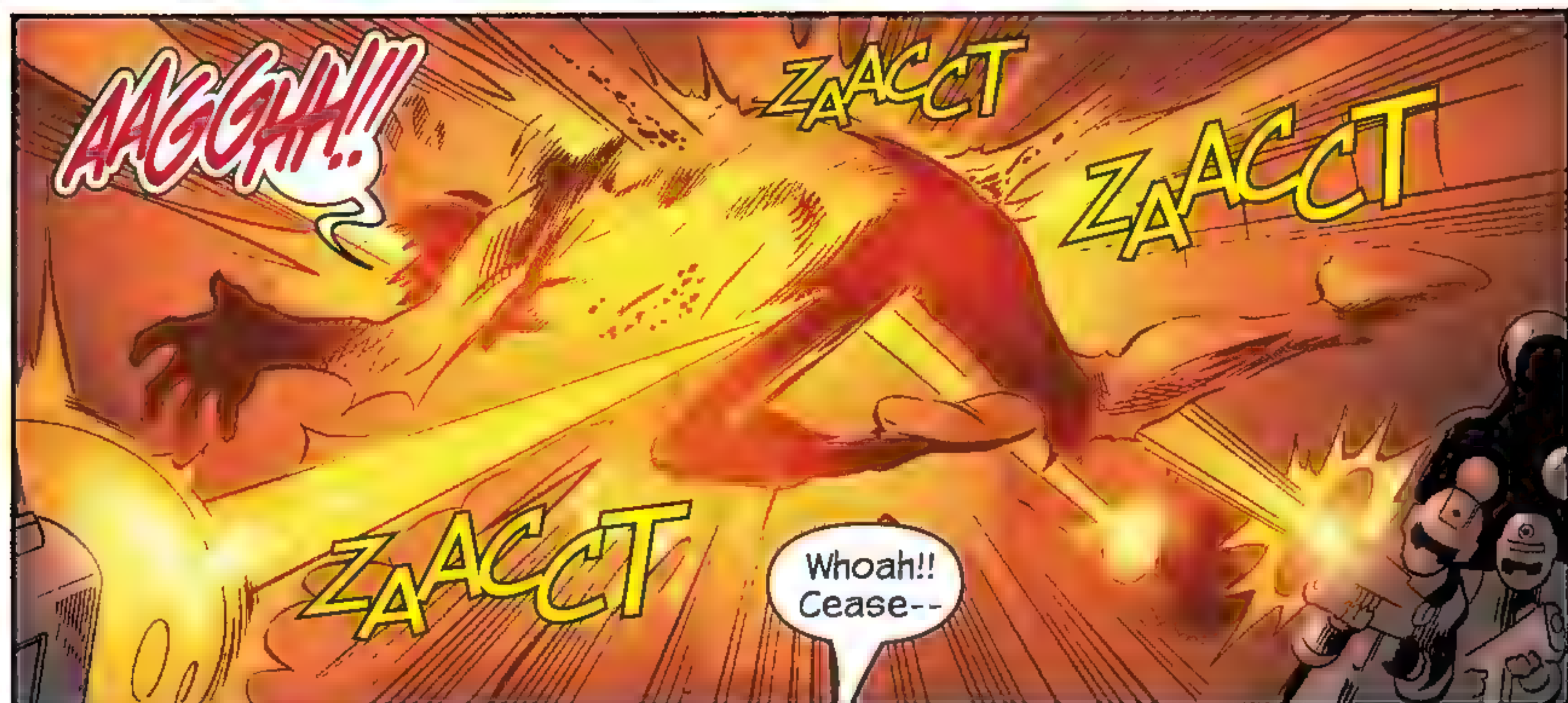
She's just a **kid**. She's a **civilian**! Are you **seriously** going to stand in our way??

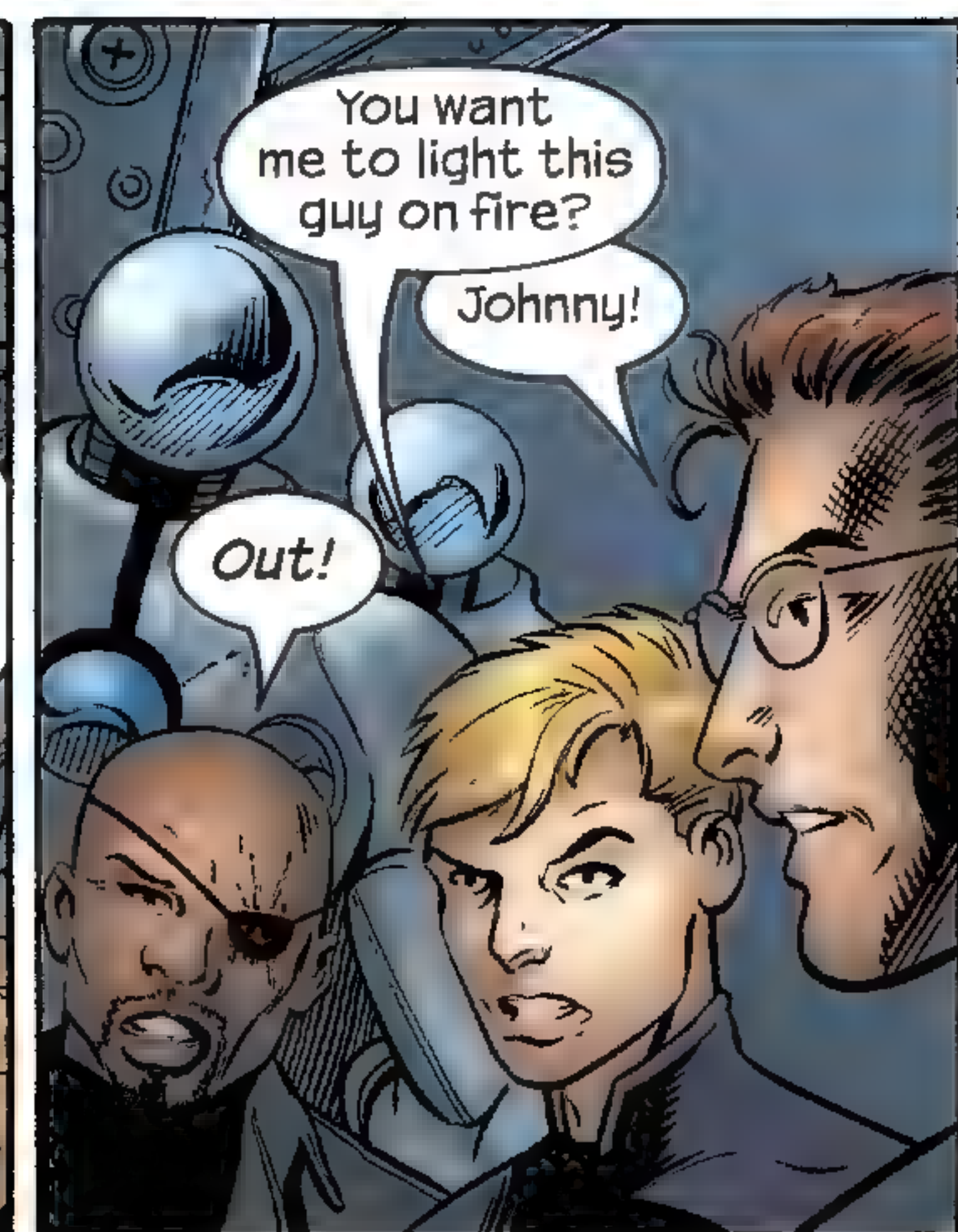
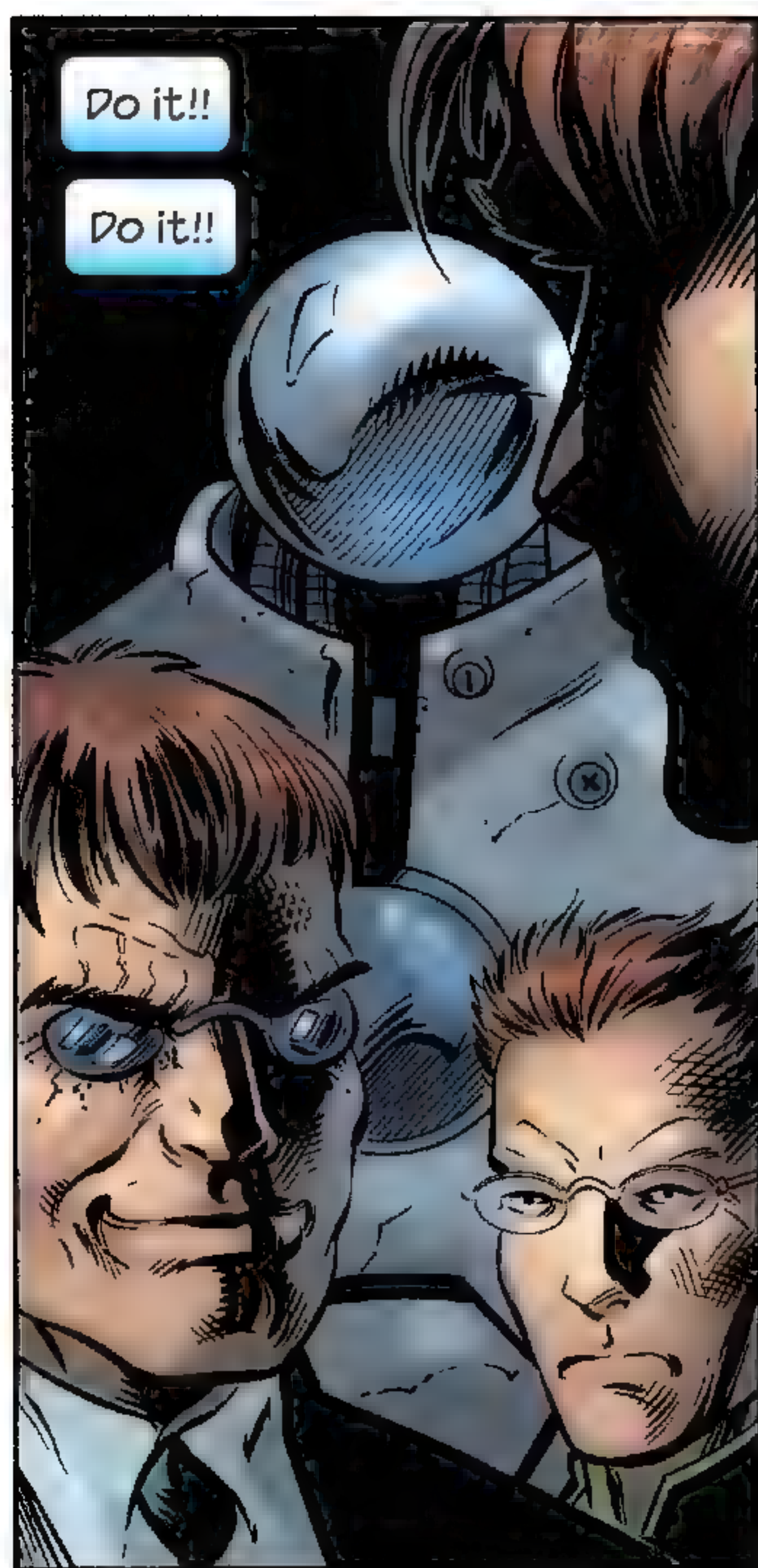
If you aren't helping this situation by **obeying** my orders, I want you and your team to **leave**!!



Please help her.

P-please.







The minute this little house of horrors you supposedly created dropped onto civilian property- you better *believe* you do.

You're under arrest, Octavius!



Kill him!!

We'll see.

You might want to call my *supervisor* before you do that.

If you knew who that was?

Do you wonder *why* you didn't know this project was happening?

Even though you're the big super hero big shot of the world?



How did you *do* this, Octavius? How are you not dead or in jail?

Back up, Parker.

Tell me!

Everyone back *down*!!



Tell you *what*, little boy?

Tell you I was going to go to prison after you beat me up on television...

...but instead I made a deal with the federal government to work for *them*...

...to help them design a super-soldier.



It seems that there are a great many people in the United States government that truly *hate* Nick Fury and his little band of self-loathing super heroes.

And they don't want Nicholas Fury to be the only person in the country with his finger on what they call the "*Captain America*" button.





So, thanks to the good people at the *Federal Bureau of Investigation* Special Projects Research and Development...I get to *continue* my work.

Which *before* I became "*Doctor Octopus*" and *before* there was a Spider-Man or a Norman Osborn...

Before *all* the nonsense came down on my life...

That's who I was.

My work.



You're under arrest.

Actually, I'm not.

I *have* credentials.

And I have rights.

Oh, and I'm *not* in your jurisdiction.



How did you--

--make me?



Oh, *that*...

We had a Peter Parker blood sample, Peter Parker.

Confiscated from *your* friend, Doctor Curt Connors--his assistant actually.

Ben Reilly, good man.

And with it we went to work.

And we're in phase three of a super-soldier clone experiment.

And you, *sweetie*, are *proof* that it's working.



Don't!!!

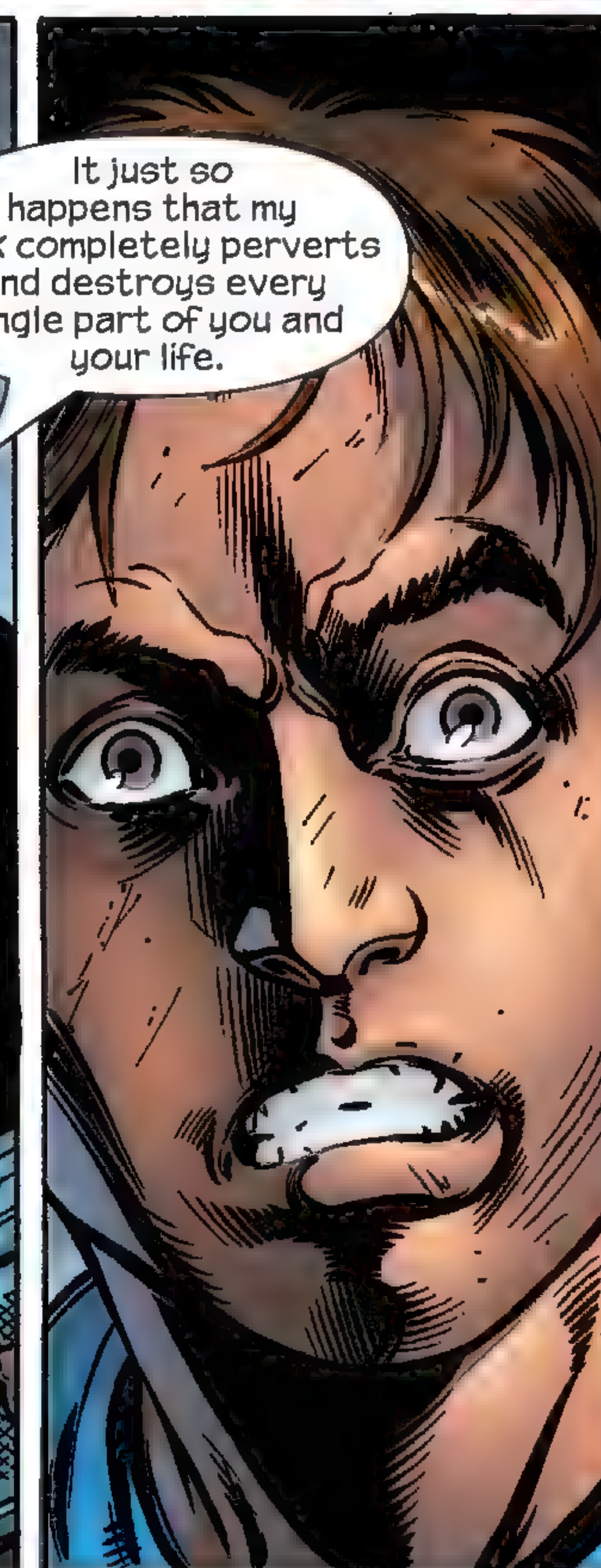


Are you going to *cry*? Is *Spider-Man* going to cry?

I didn't do anything to *you*, boy.

This isn't about *you*.

This is about *my* work.



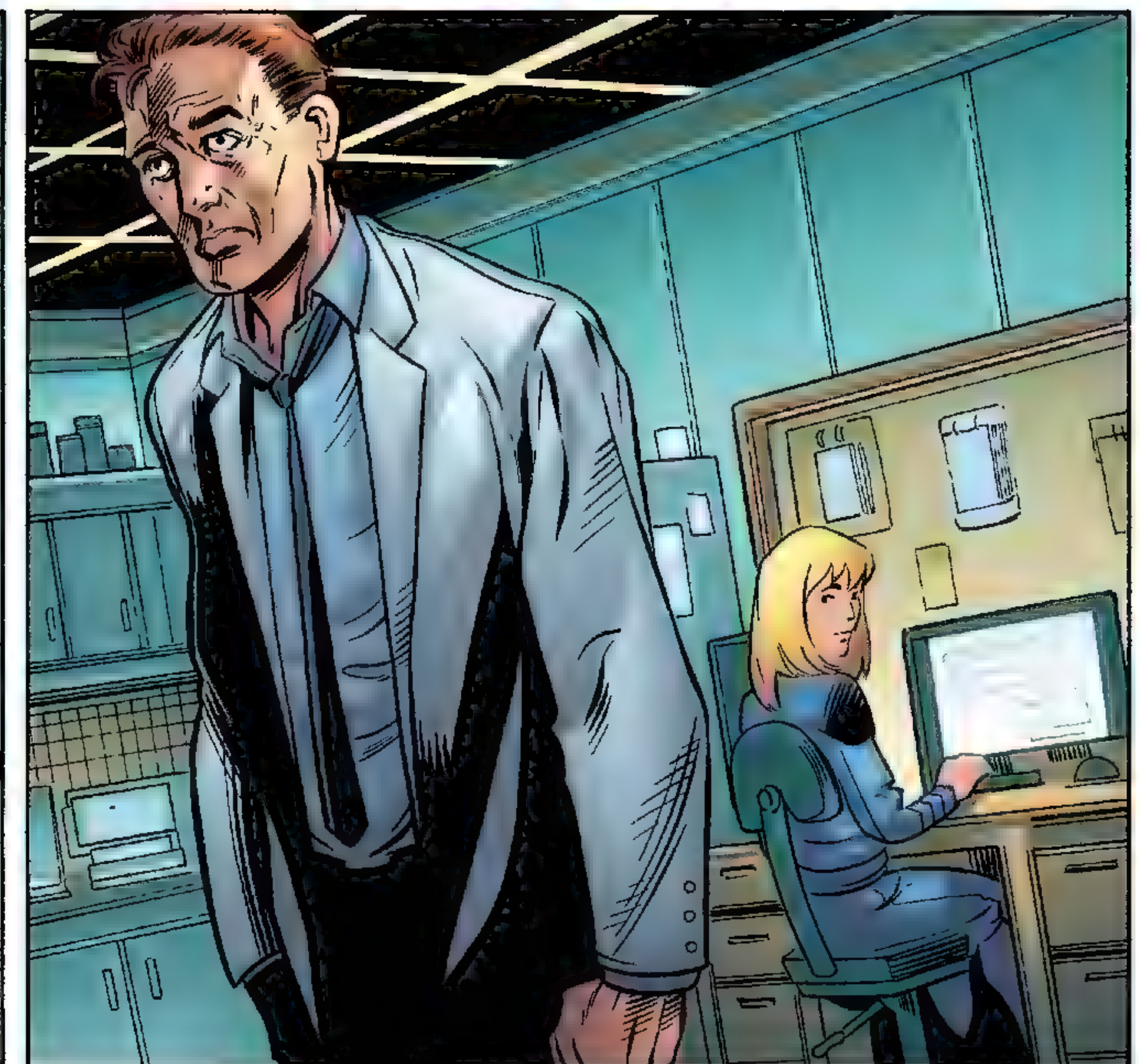
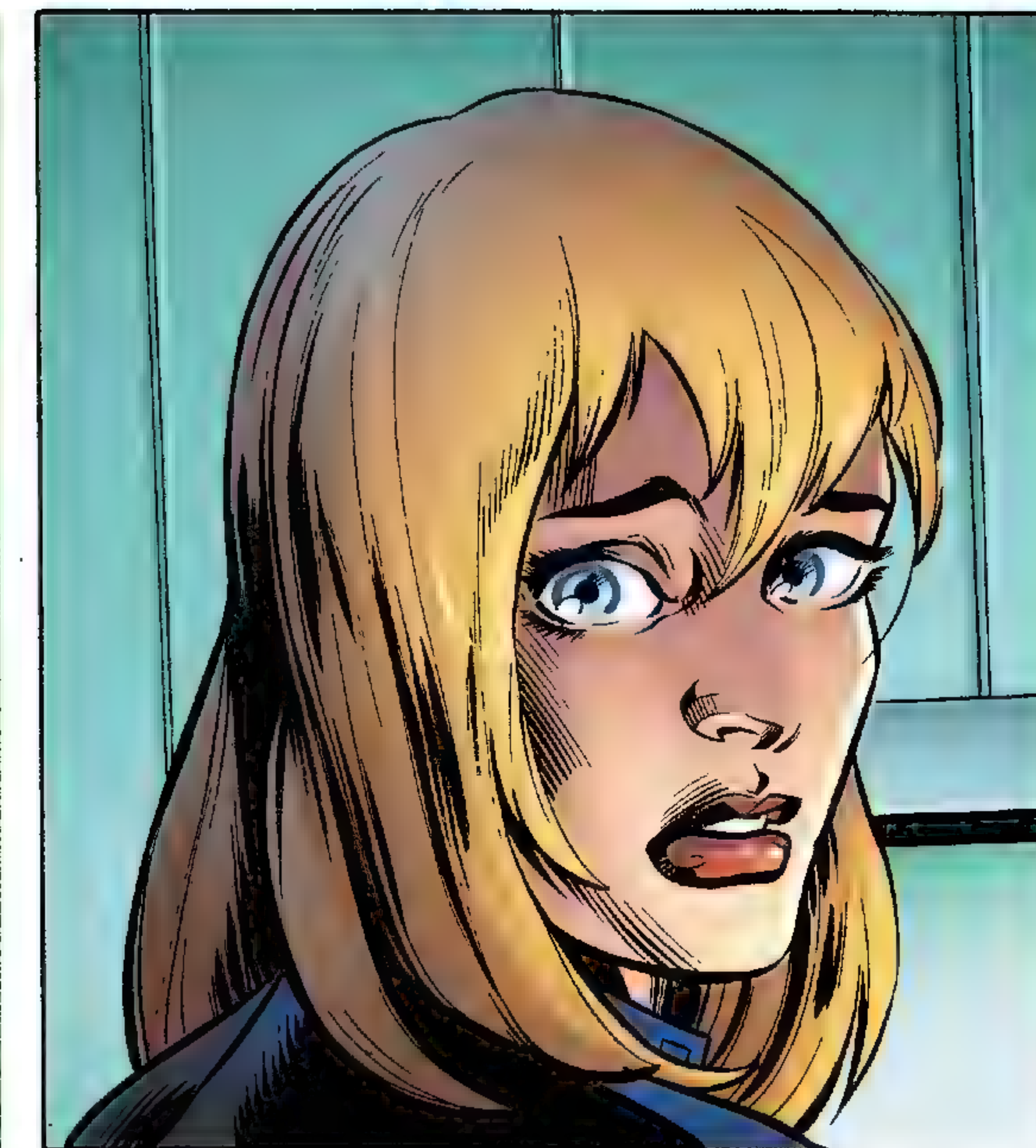
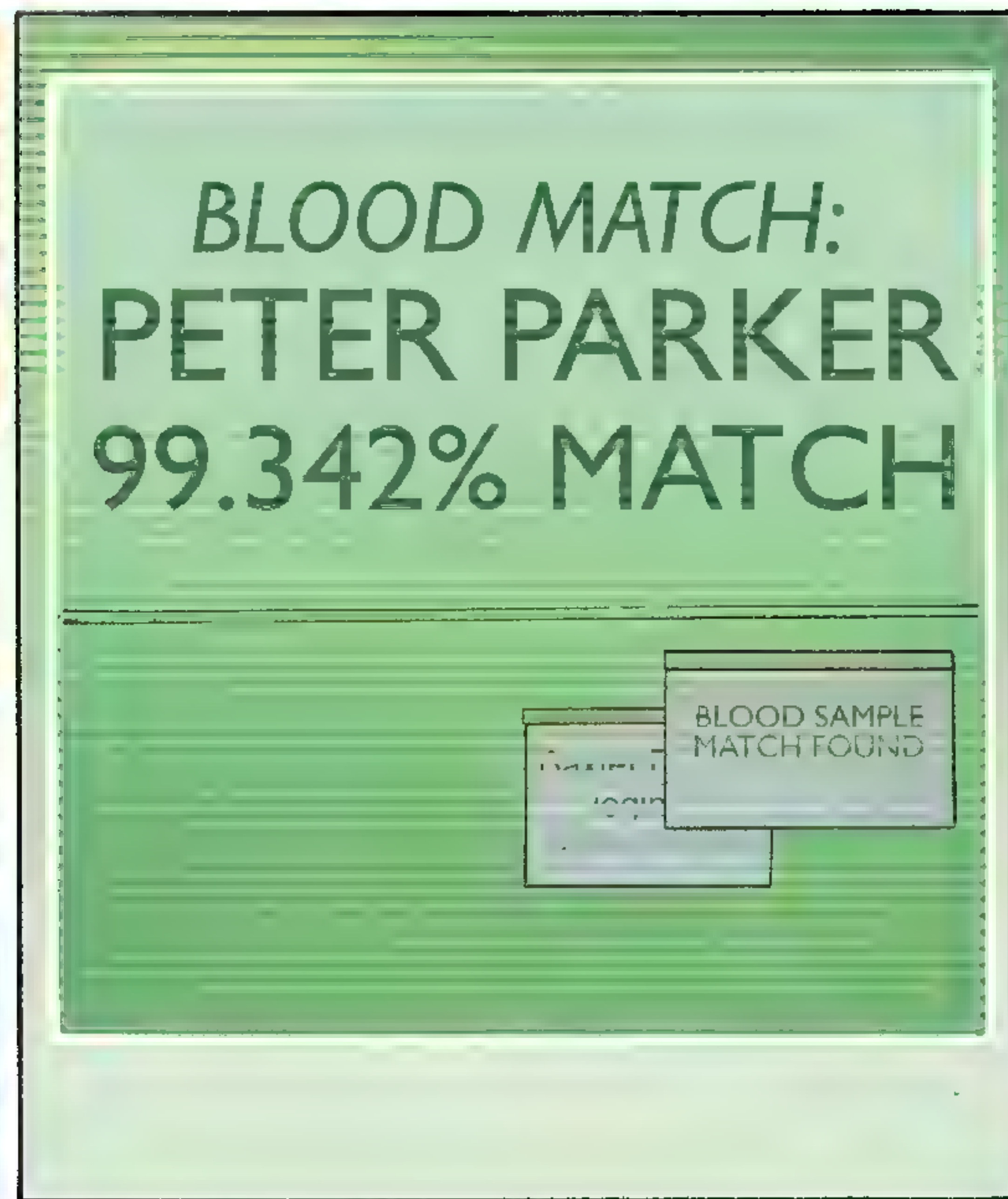
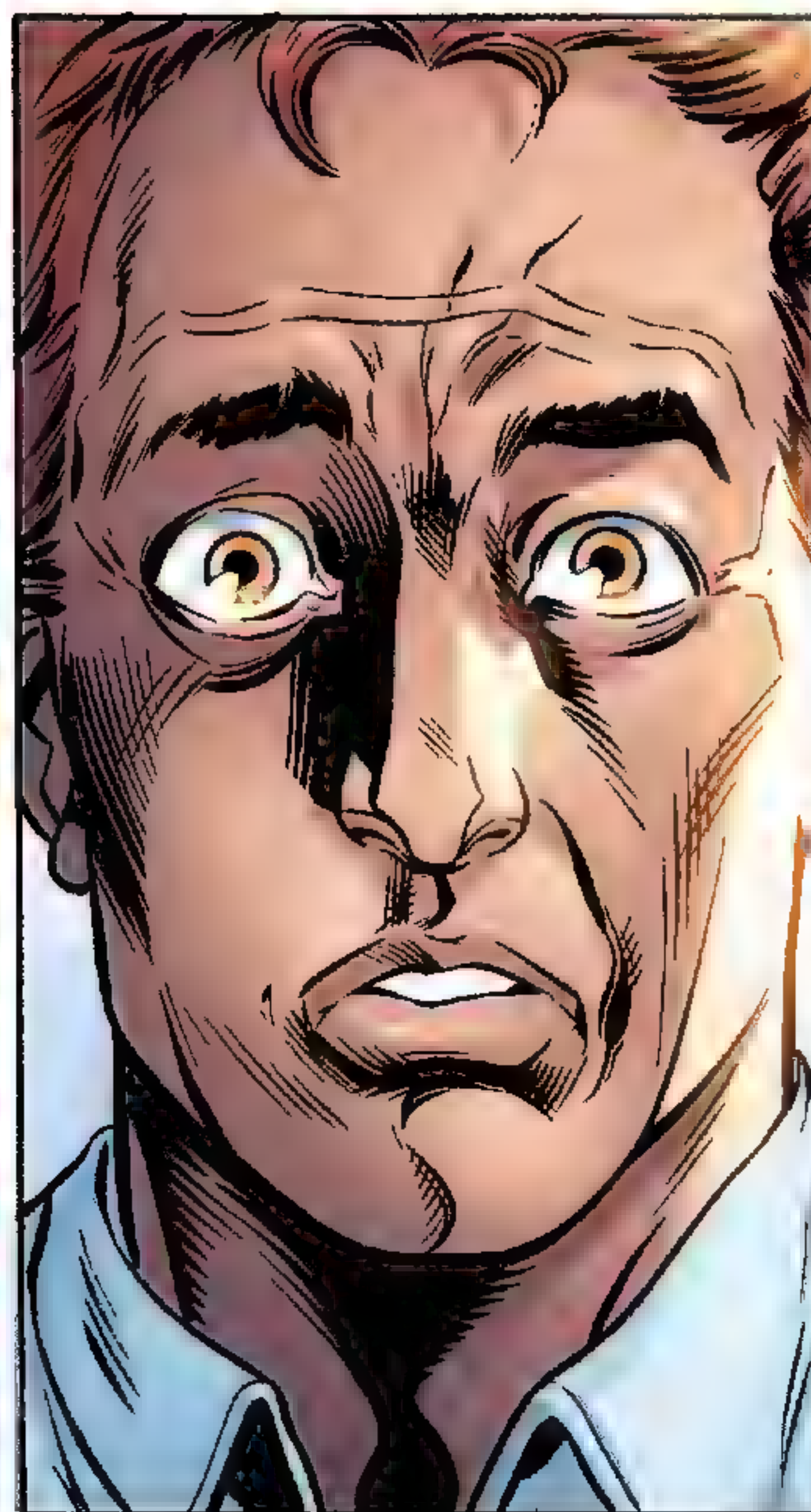
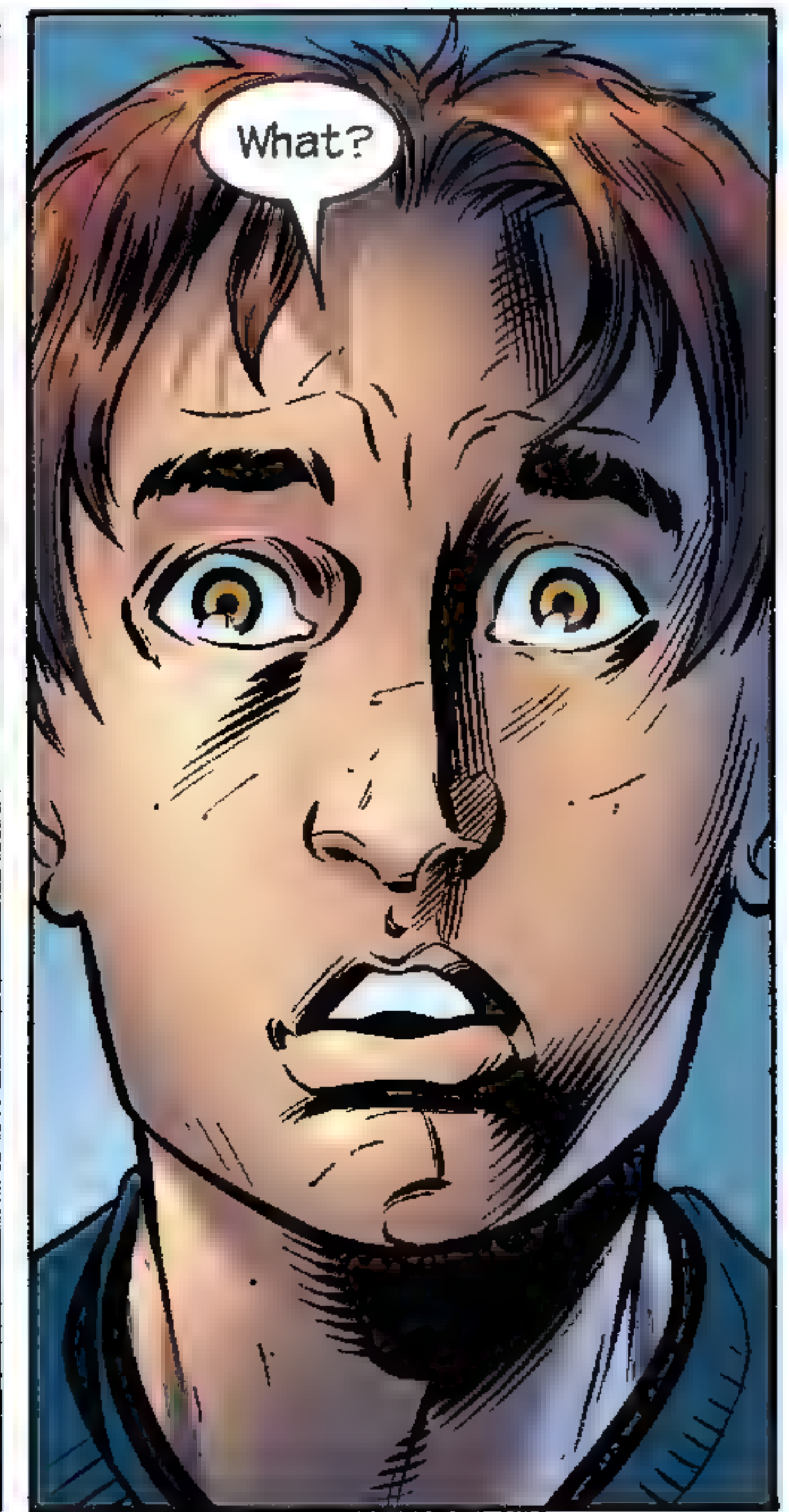
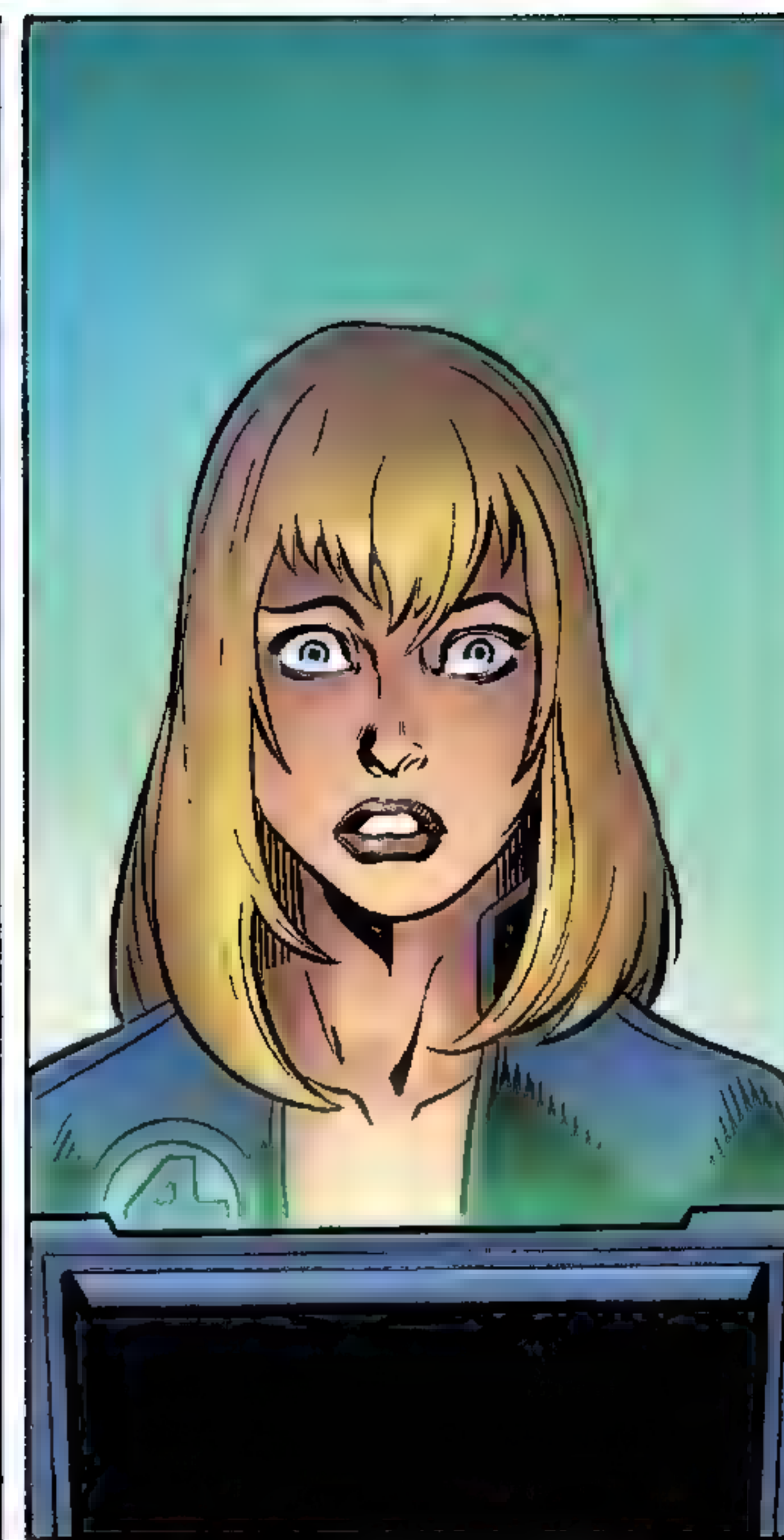
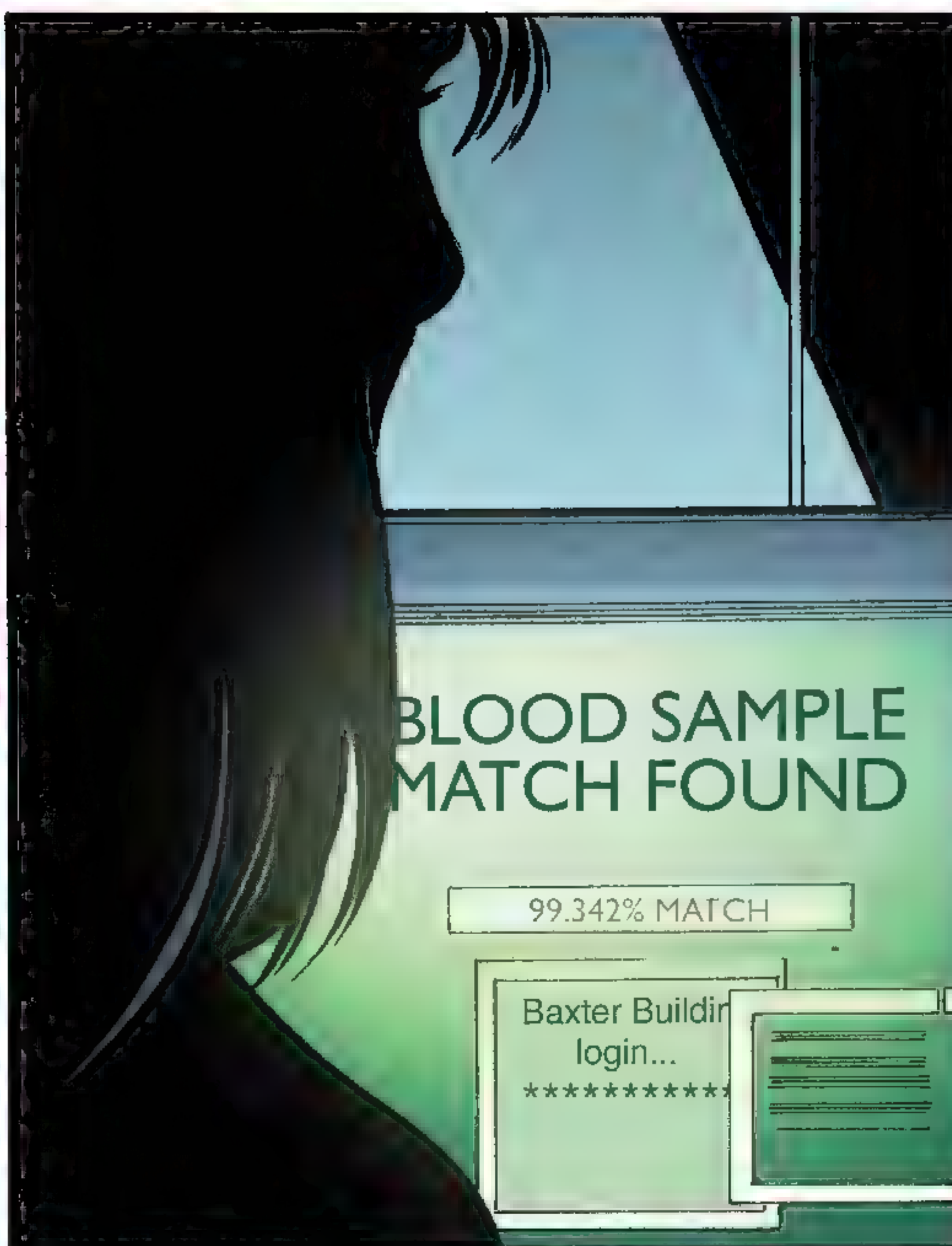
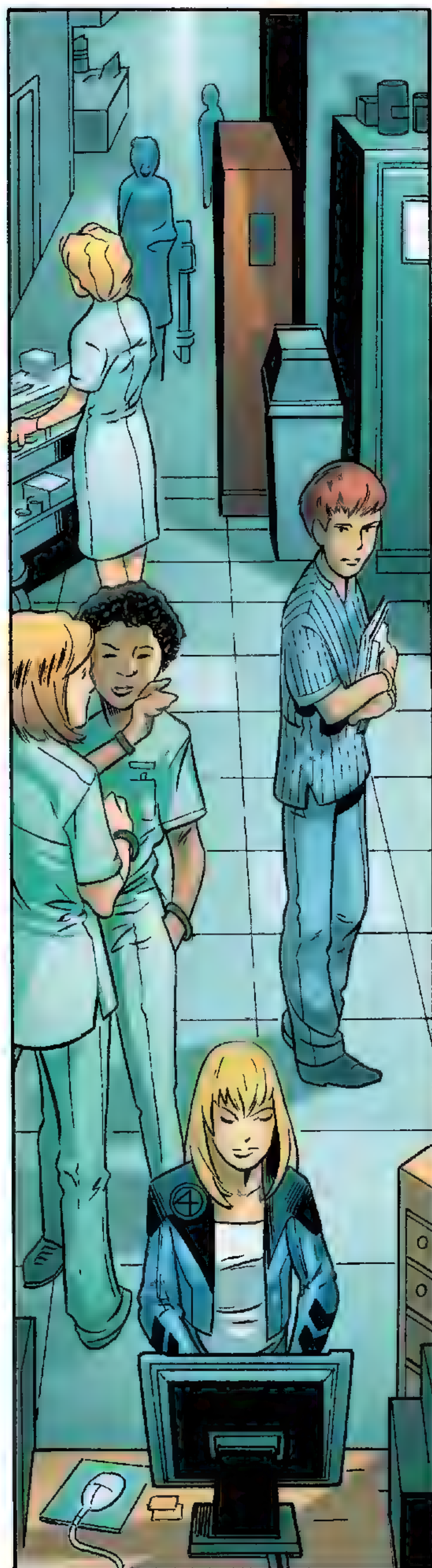
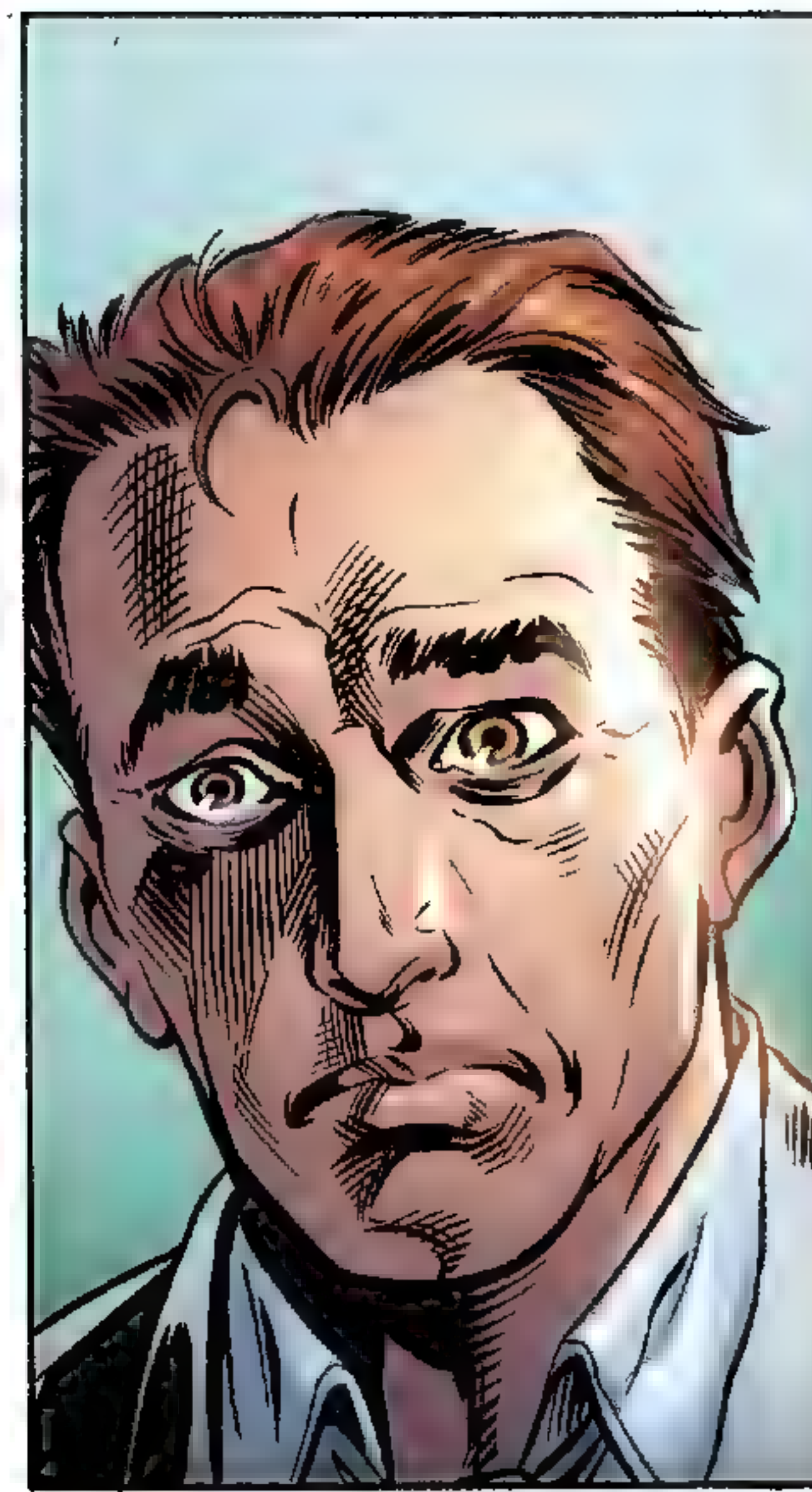
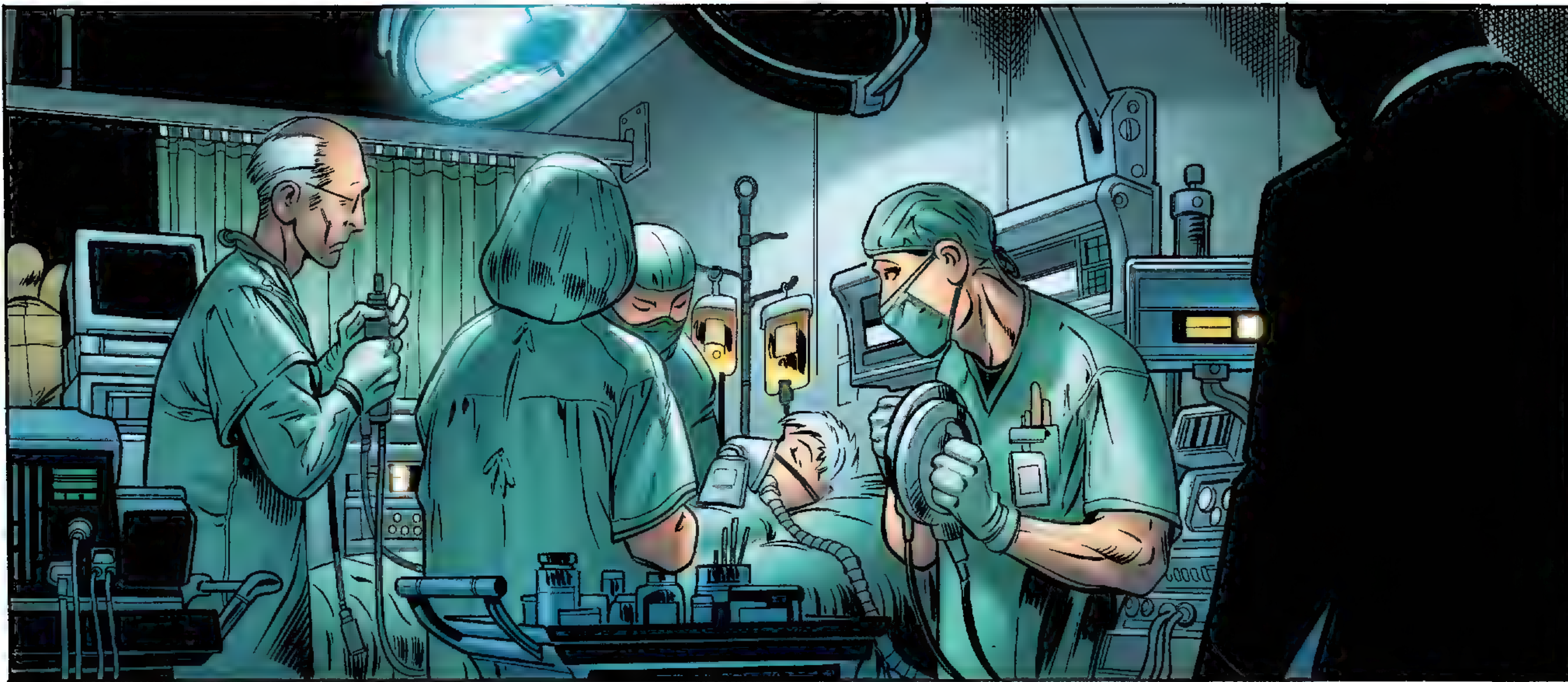
It just so happens that my work completely perverts and destroys every single part of you and your life.



Every.

Single.

Part.





This is the most *important* scientific breakthrough since Bruce Banner discovered gamma radiation mutation.

This *is* it.

And I did it.

Not your daddy, not Reed Richards, not Norman Osborn, not Tony Stark.

It was *me*.



And next year, when a thousand *Thors* descend on the Middle East and put *that* situation to rest once and for all...

I will be given the Nobel Prize and a medal of honor.

And, Peter, I *promise*...

I will thank you.



My father.

That man—that's not really my father.



Um...

Let's go for a walk, Doctor Parker.

But May--

They're doing what they can. We shouldn't be here.

What's going on?



Come on...

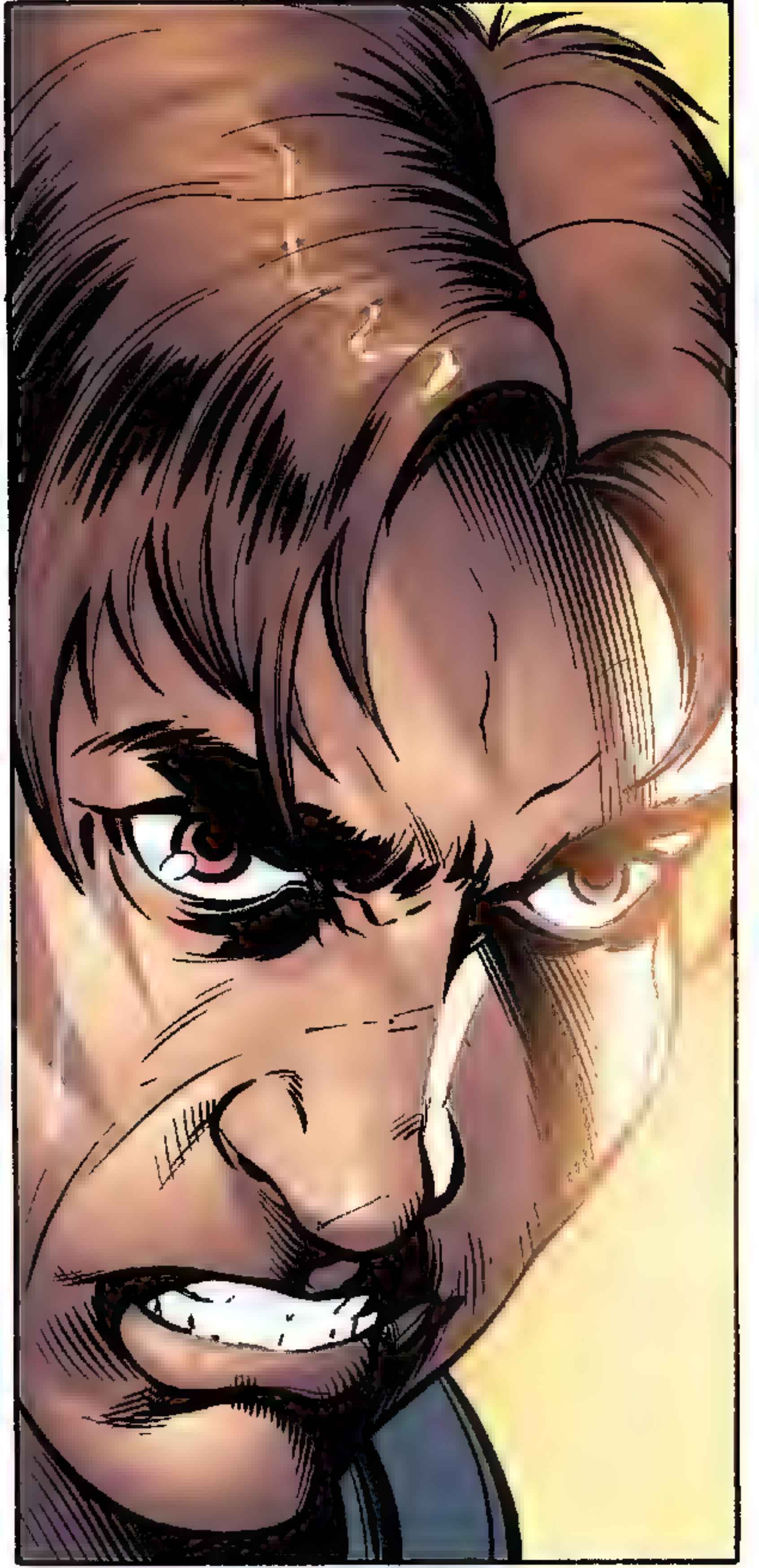
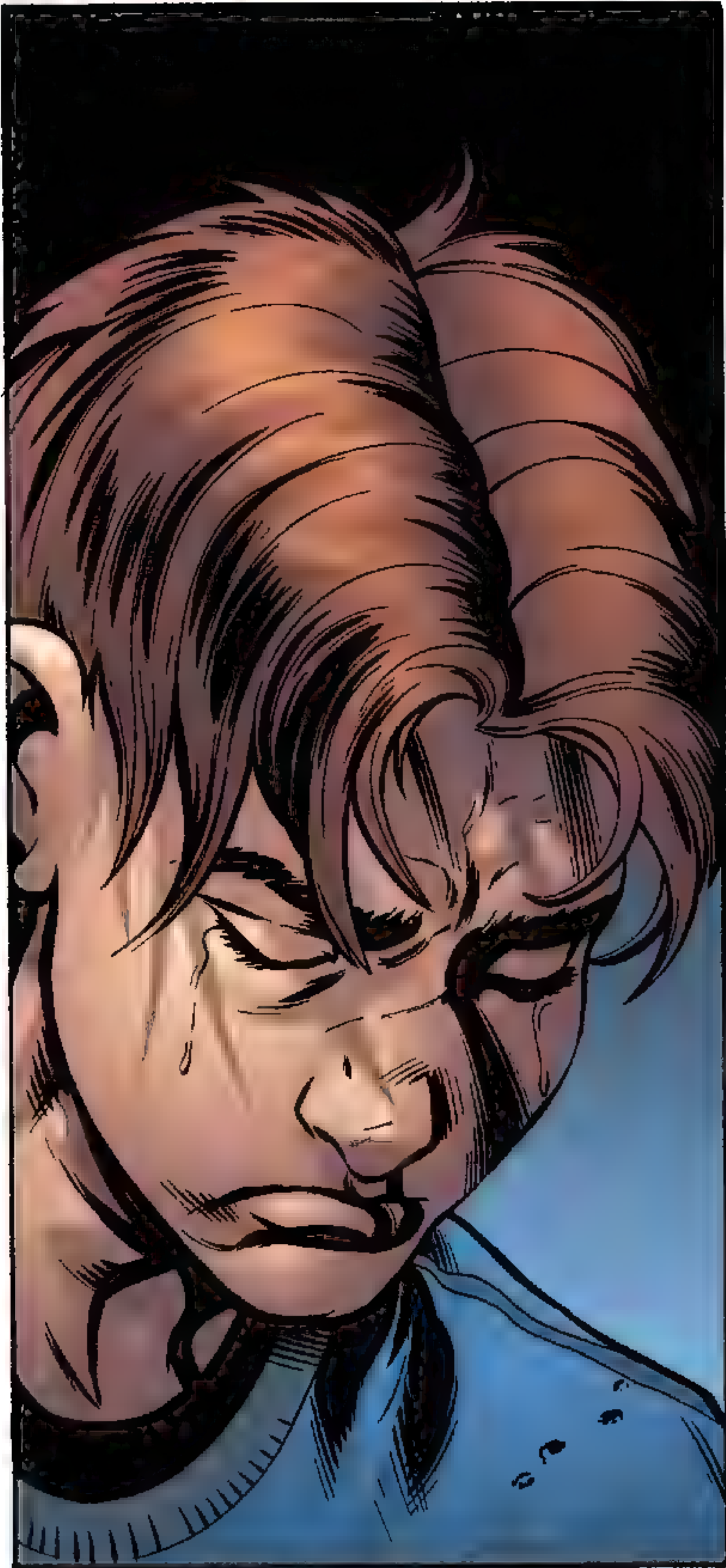
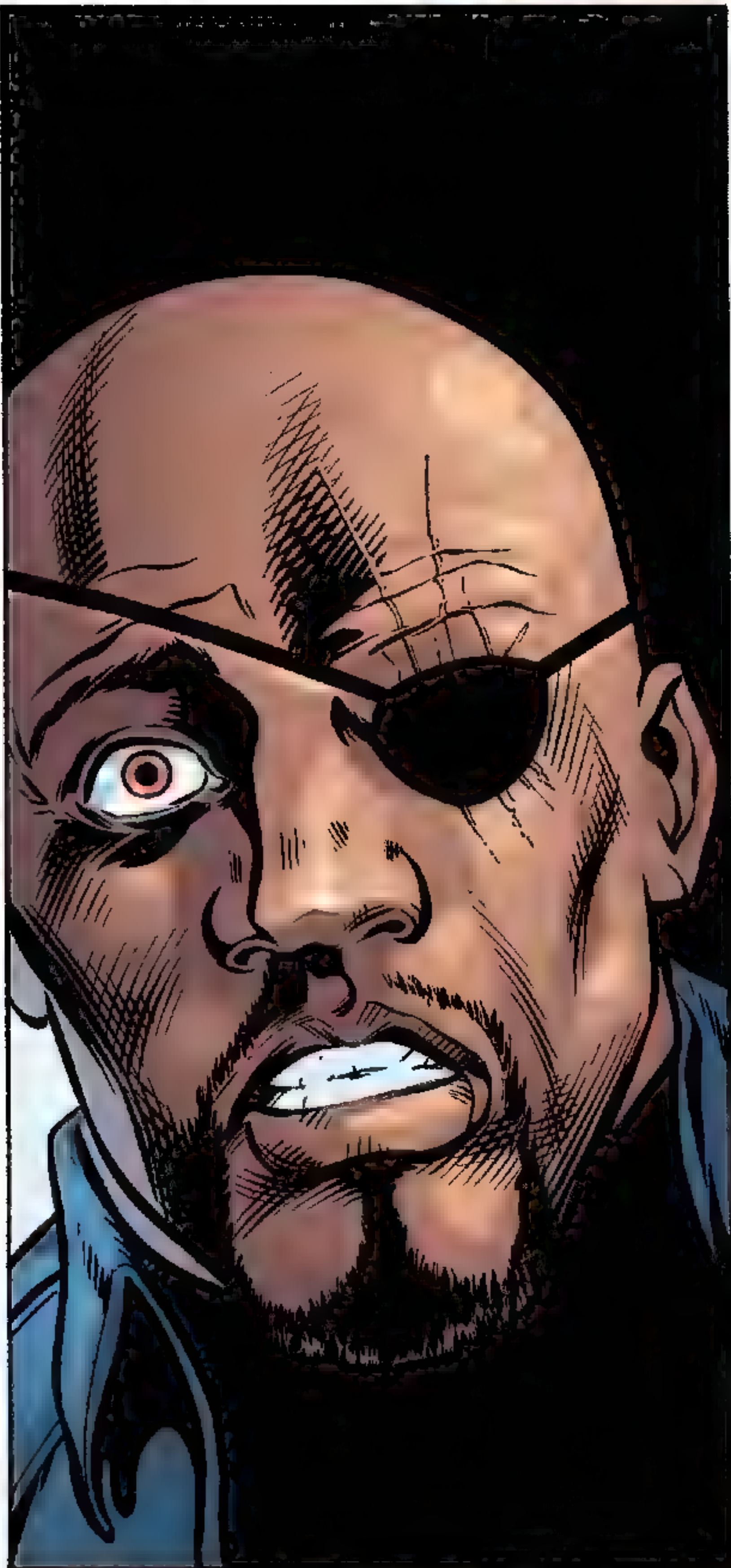
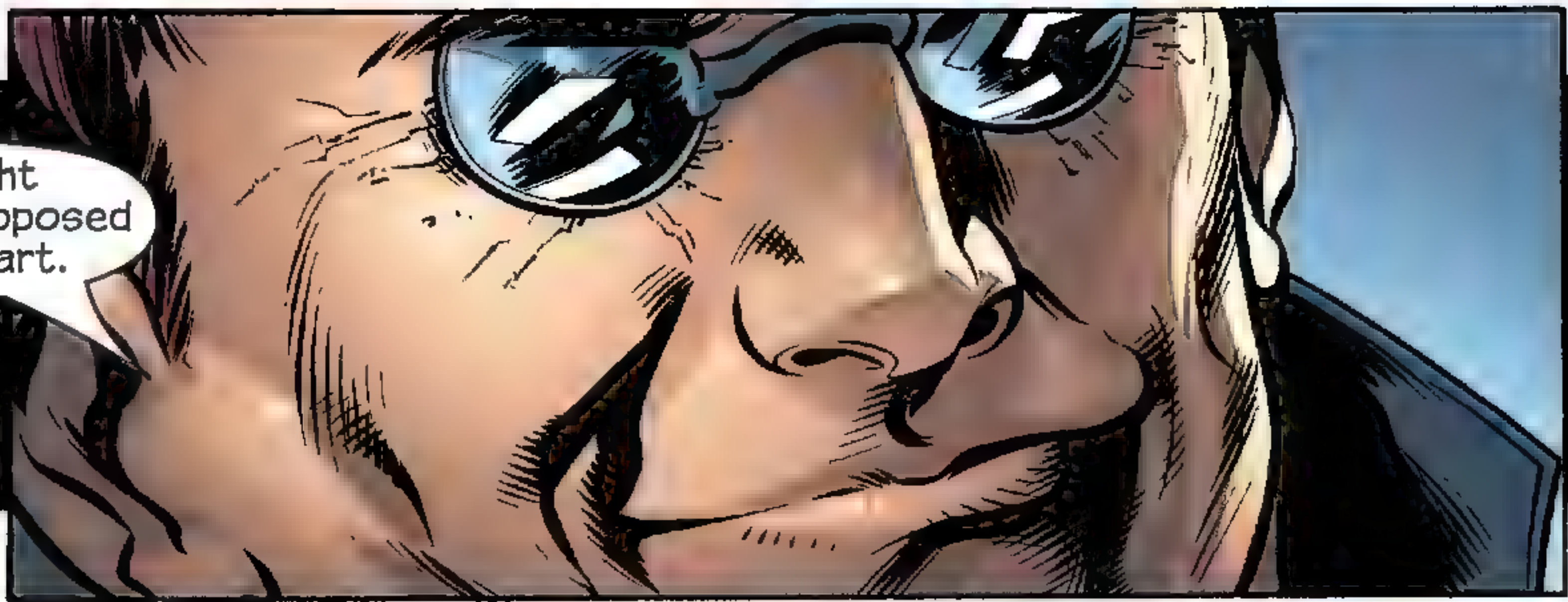
Come with me.

"Your father died in a plane crash, Peter."

"Wow, you really deluded yourself if you thought that man was your father."



I thought
you were supposed
to be smart.



You can
look at me like
that all you
want.

*I'm not
the bad guy
here.*

All the guns
in *this* room...are
pointed at *you*.



Fury...
I'll
make a deal
with you...



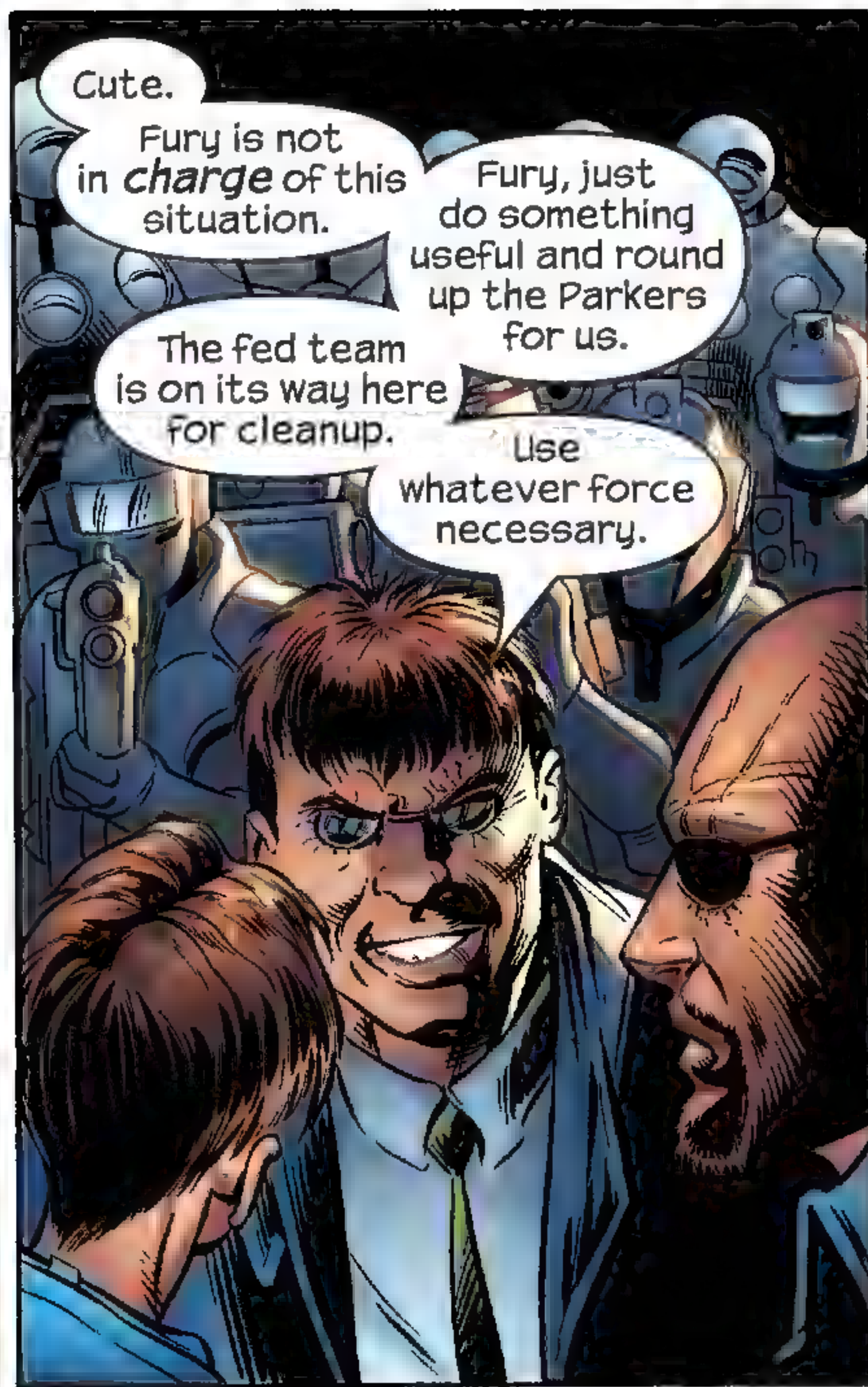


Send your men for some coffee. Give me/us ten minutes.

After that- I'll go with you.

I'll surrender.

We all will.



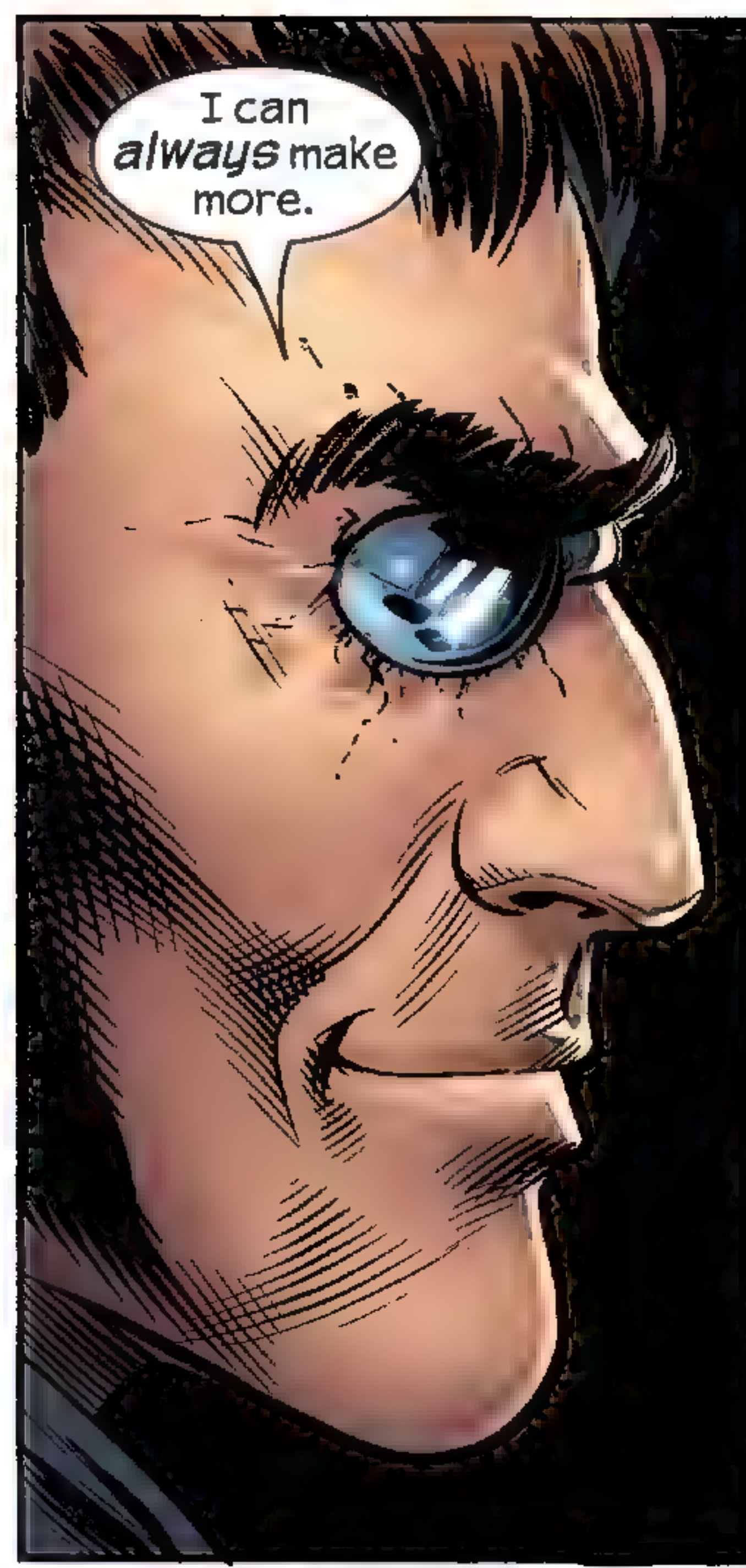
Cute.

Fury is not in **charge** of this situation.

Fury, just do something useful and round up the Parkers for us.

The fed team is on its way here for cleanup.

Use whatever force necessary.



I can **always** make more.



All right, boys... You heard the man.



Everyone out.

Set a perimeter around the building.

Tinkerer, slide the slayers out.



What???

What are you doing?

You're right, Otto.

I'm not in charge of this situation.



You are. Go be in charge.



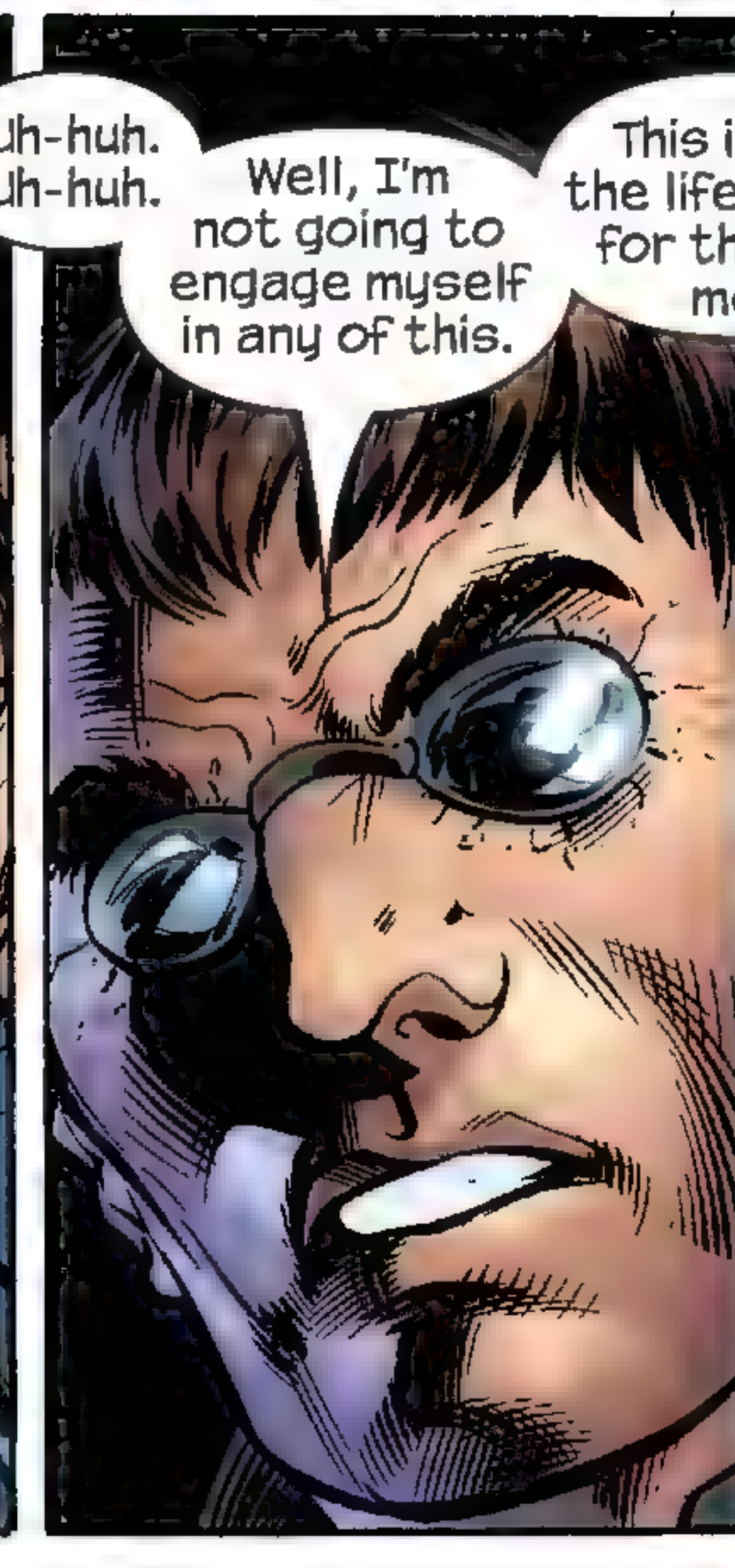
Are you insane?? You get back here and do your job!!



We'll be outside.



TOOM



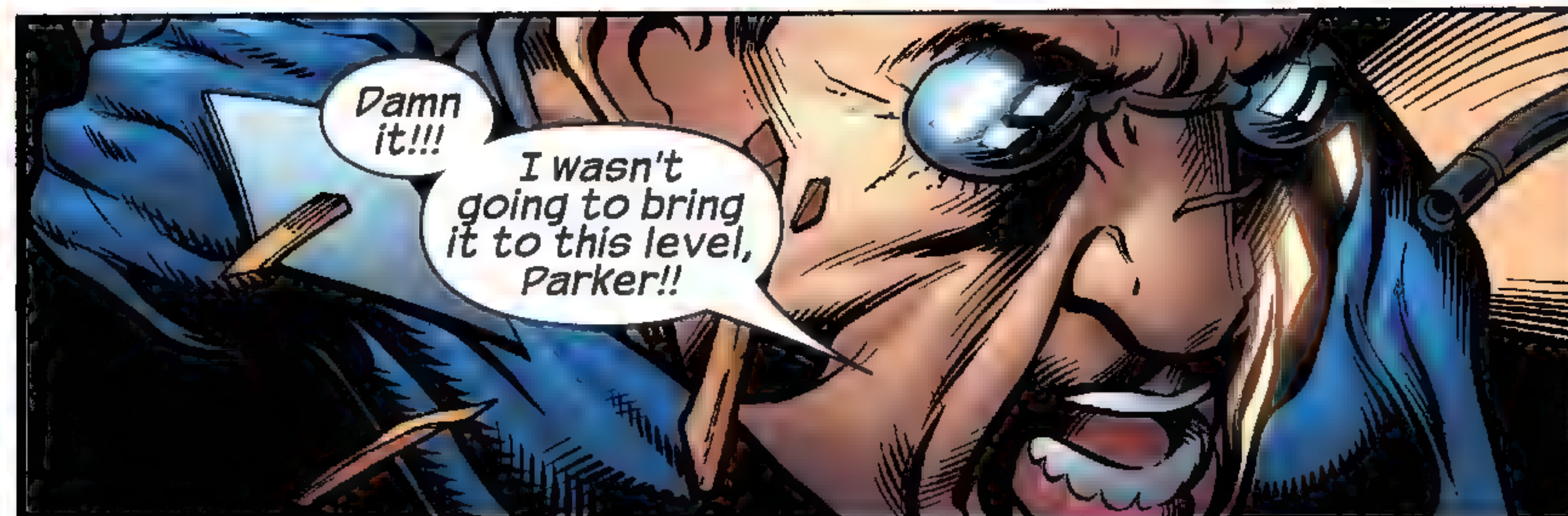
Uh-huh. Uh-huh.

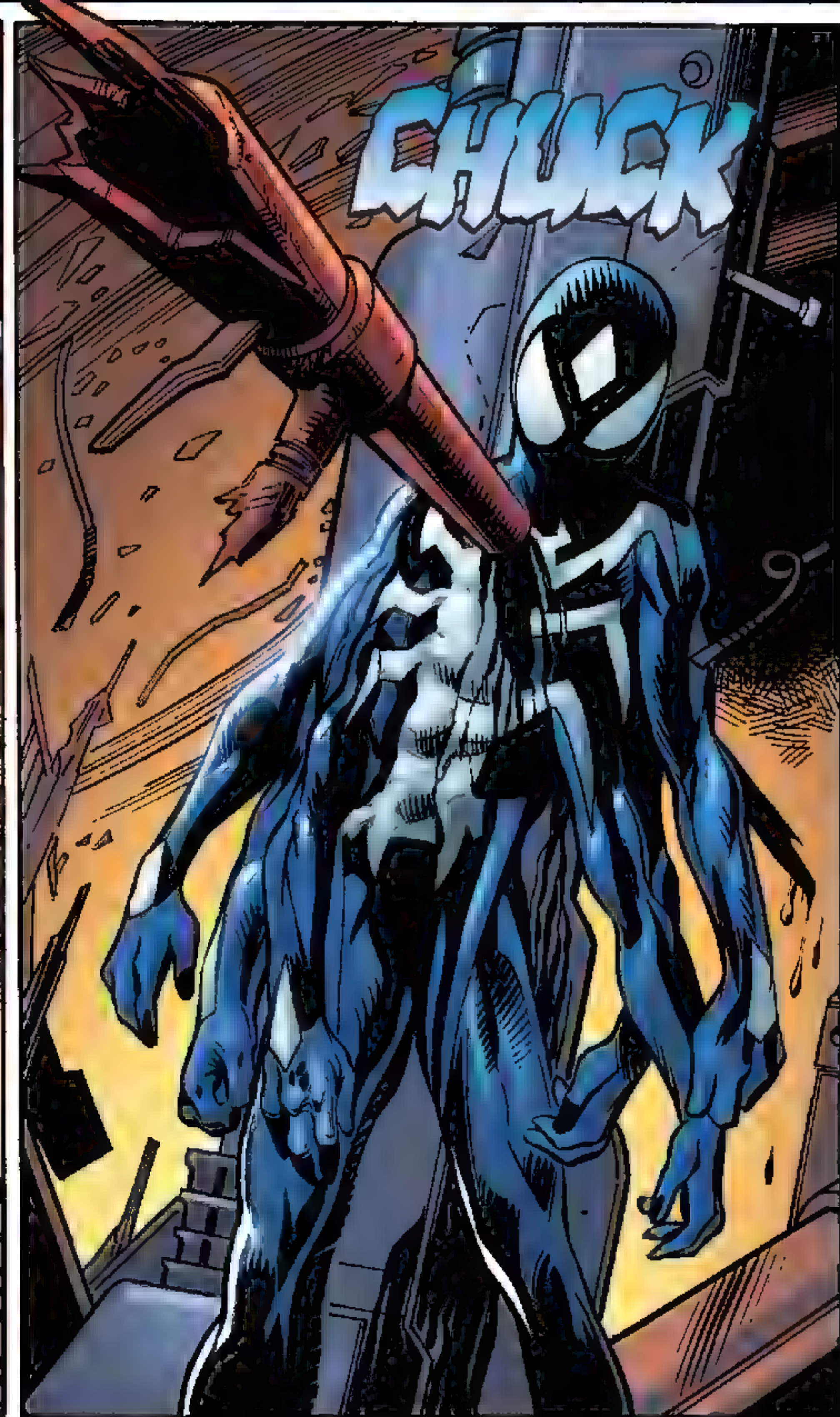
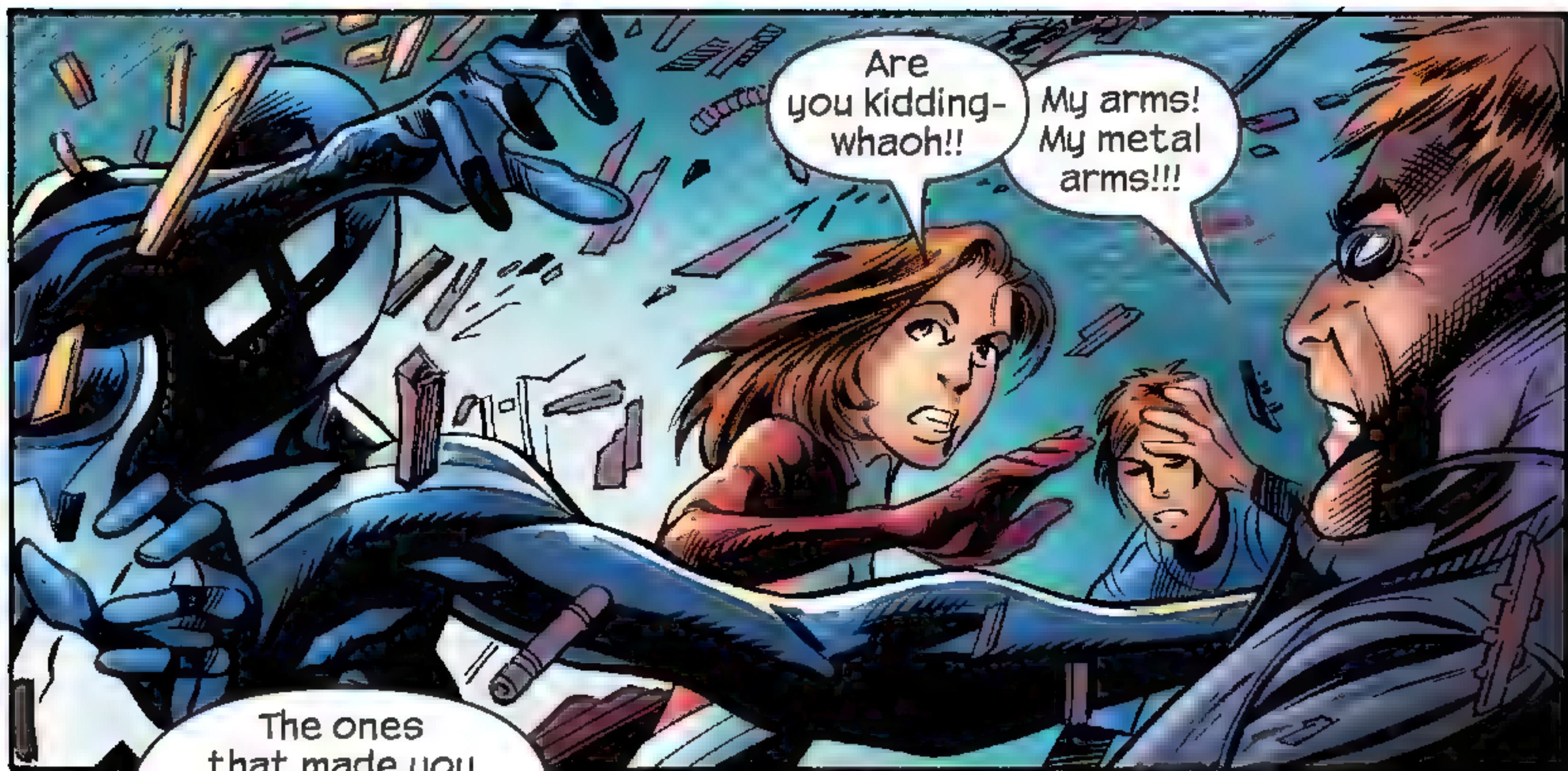
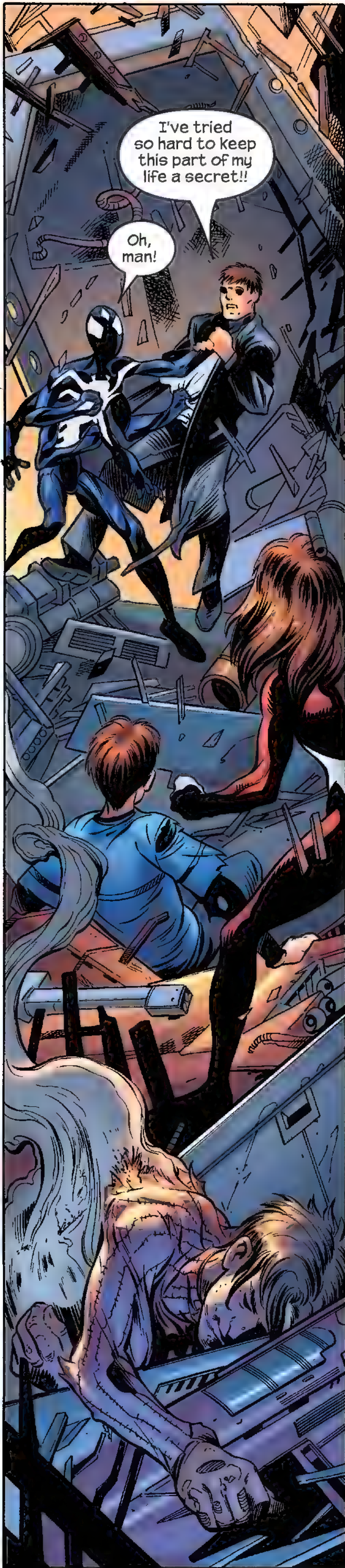
Well, I'm not going to engage myself in any of this.

This is not the life I want for the new me.

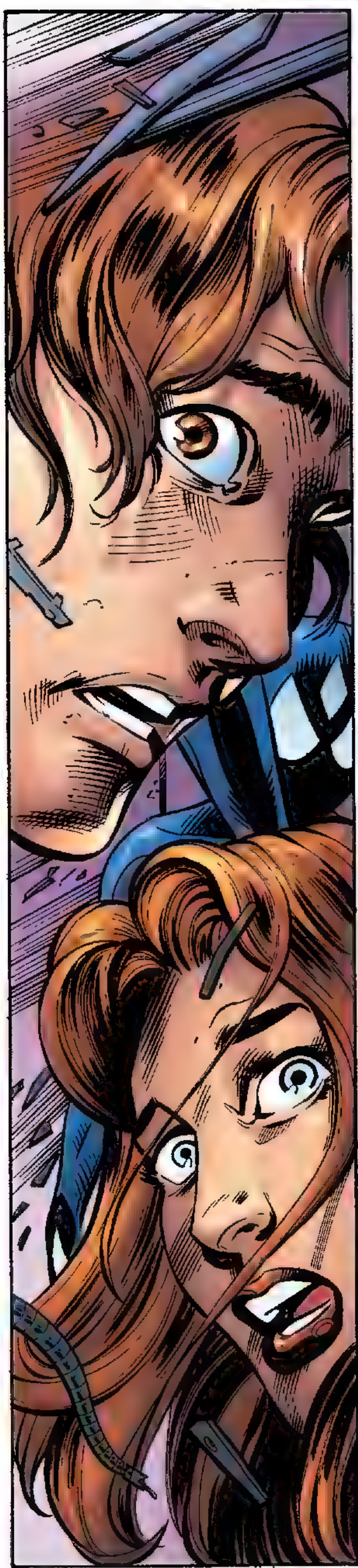


I have worked too hard and too-agghh!



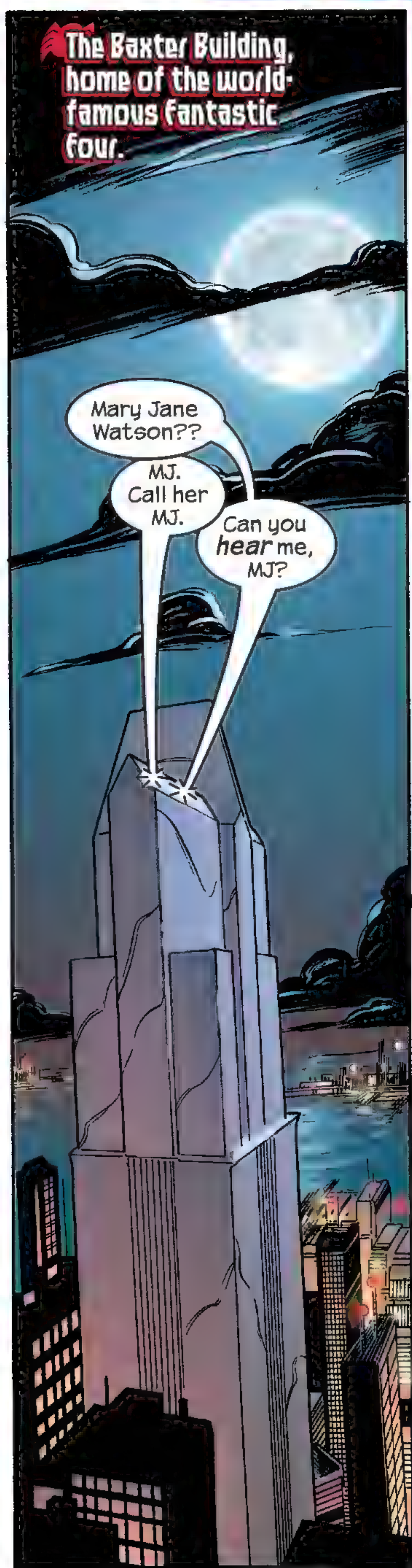


It was the metal!
I COULD CONTROL THE METAL!!!







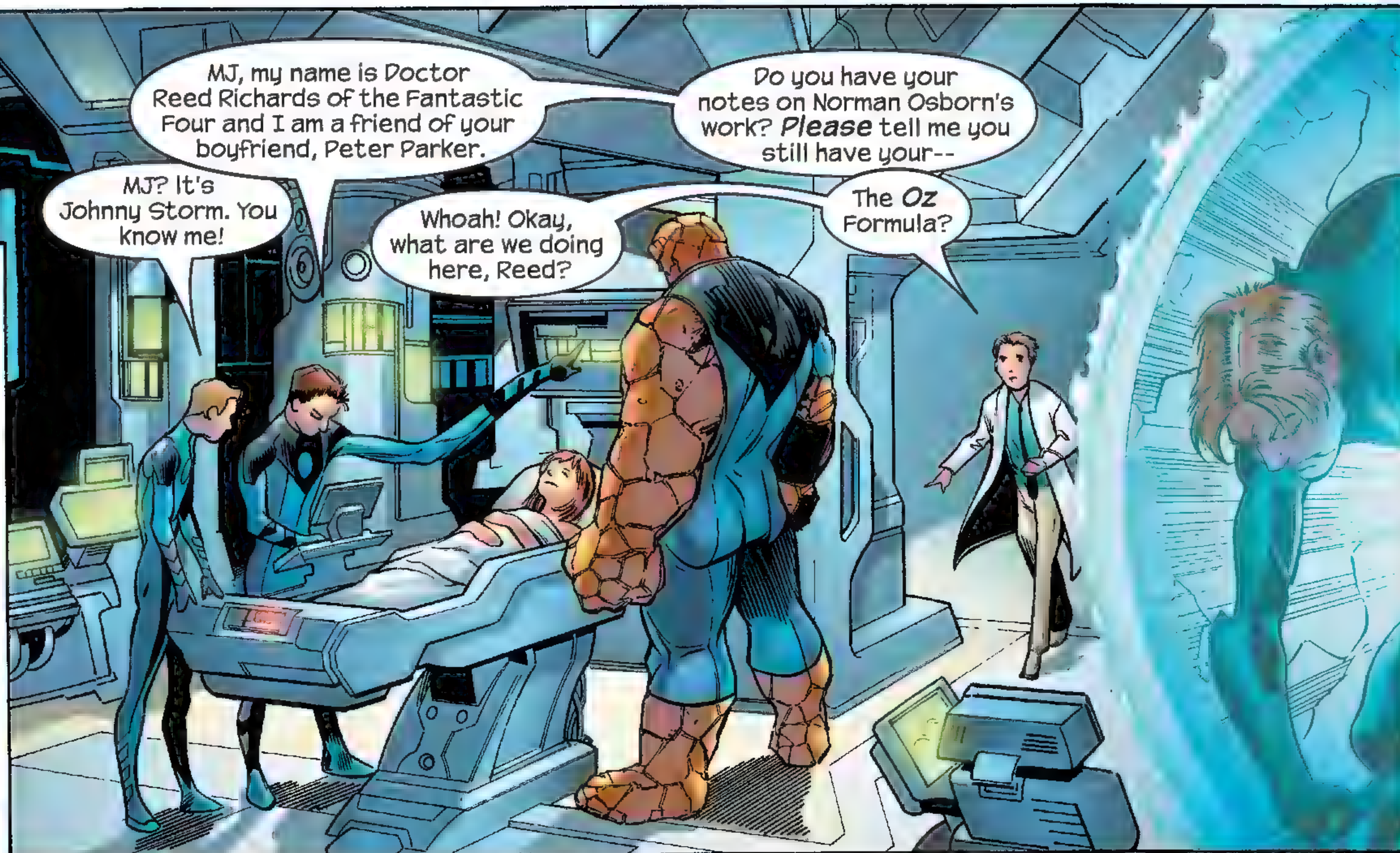


The Baxter Building, home of the world-famous Fantastic Four.

Mary Jane Watson??

MJ. Call her MJ.

Can you hear me, MJ?



MJ, my name is Doctor Reed Richards of the Fantastic Four and I am a friend of your boyfriend, Peter Parker.

MJ? It's Johnny Storm. You know me!

Whoah! Okay, what are we doing here, Reed?

Do you have your notes on Norman Osborn's work? Please tell me you still have your--

The Oz Formula?



MJ, this is Doctor Storm, and we're here in the Baxter Building.

We have the most advanced equipment in the world and we are going to help you--

I don't think she can hear you, stretchy.

You've been inoculated with Norman Osborn's Oz Formula--

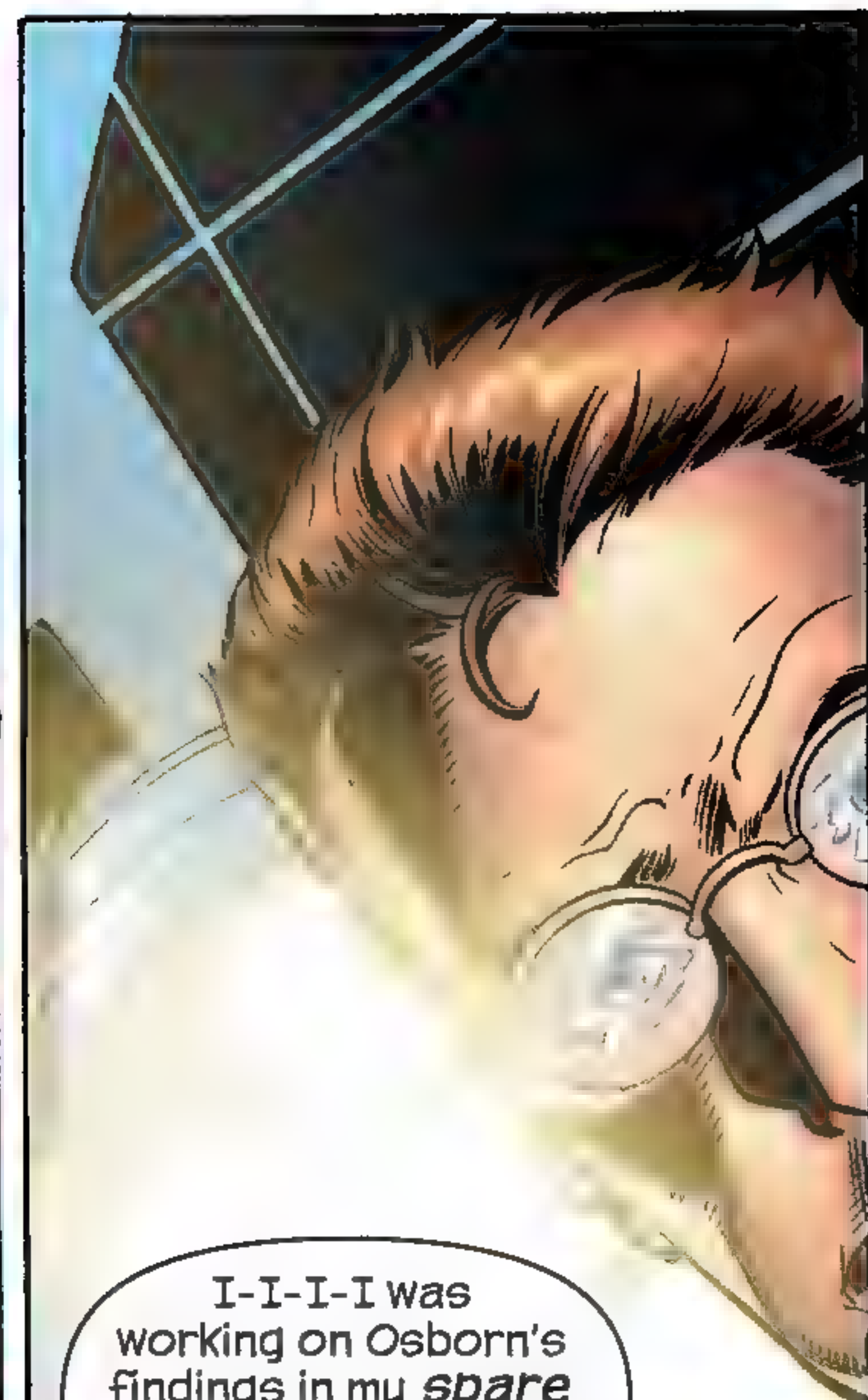
Oh my God.

--and it is doing cytopathic cellular damage.

My- my notes are incomplete.



Hopefully we are going to be able to counter the physical and neurological damage and get you back to your normal, happy life.



I-I-I-I was working on Osborn's findings in my spare time, and I haven't exactly had a lot of--

Can you save her, Dad?



We'll have to get her medical records off the--

Nnn!!



MJ, it's okay!

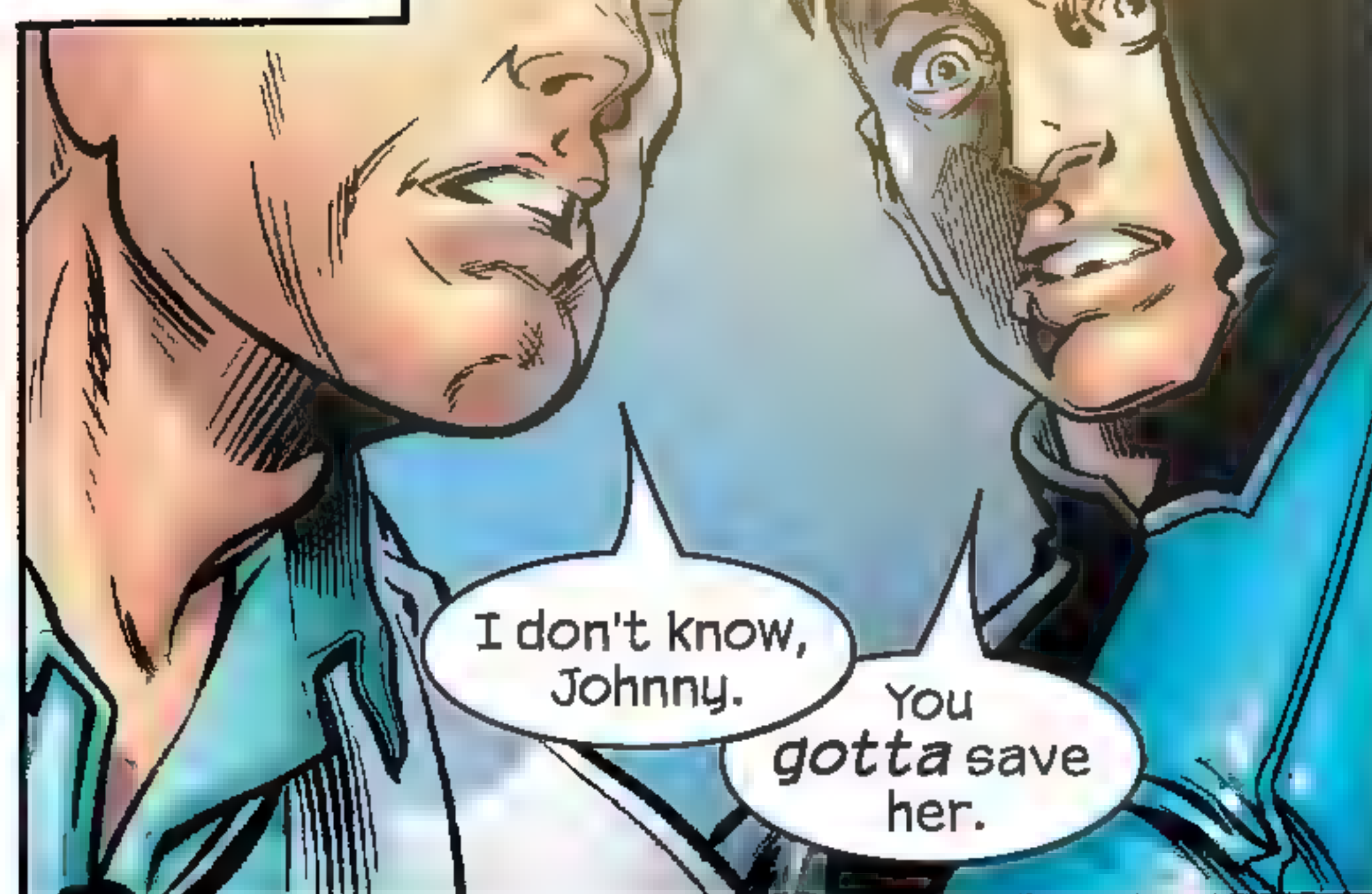
We're here to help!

Wh- where?



Just listen to the big brain, everything is going to be--

Gah!



I don't know, Johnny.

You gotta save her.



AGGHH!! I want my mmmmaaaagHHH!!

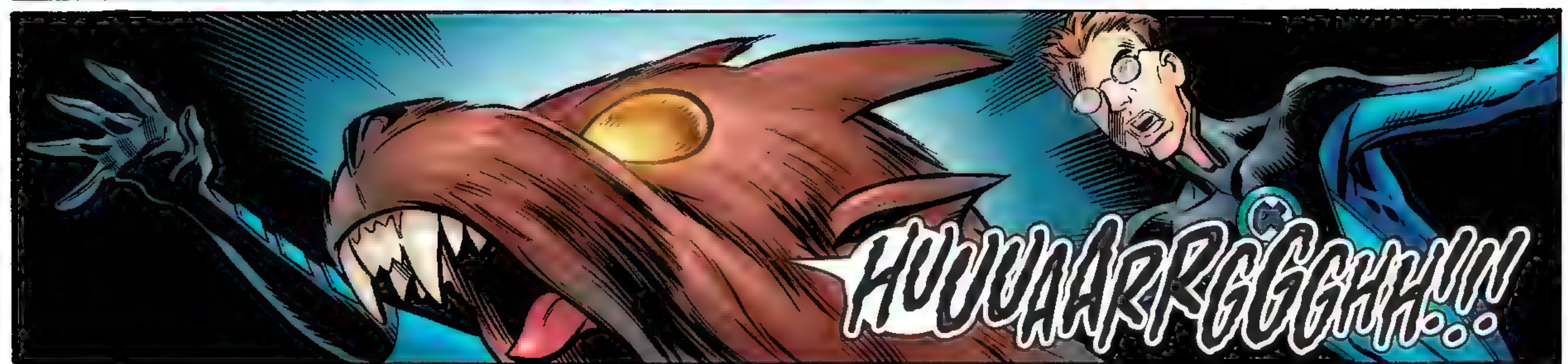


Gaagghh!!

Uh-oh...

Uh, we better get the Scorpion clone out of--

Sweet Aunt Petunia on a cracker!

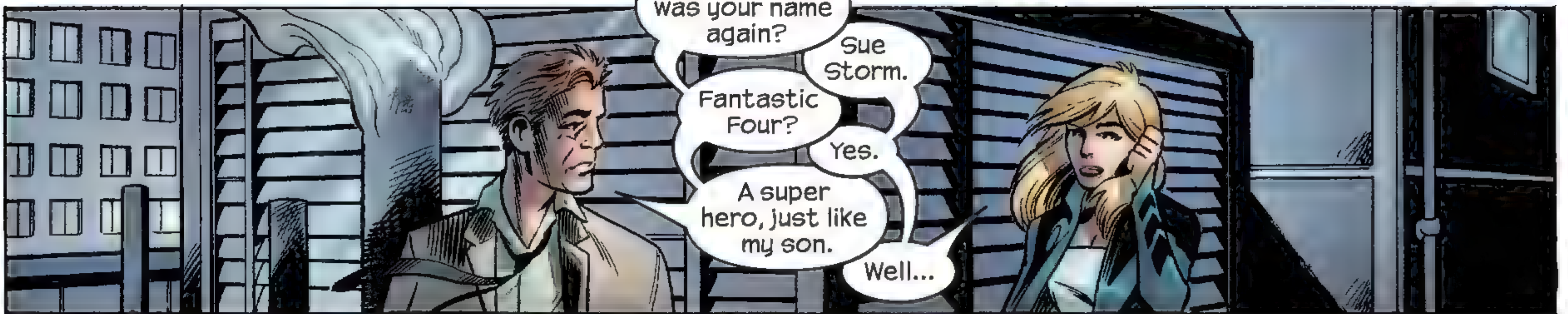




You took me to the roof of the hospital?

I thought it was somewhere quiet.

We could have...a moment.



So what was your name again?

Sue Storm.

Fantastic Four?

Yes.

A super hero, just like my son.

Well...



So why are we up here on the roof?

Your "son."

Your son, Peter Parker...

Yes. Peter Parker.



Dr. Parker, look...

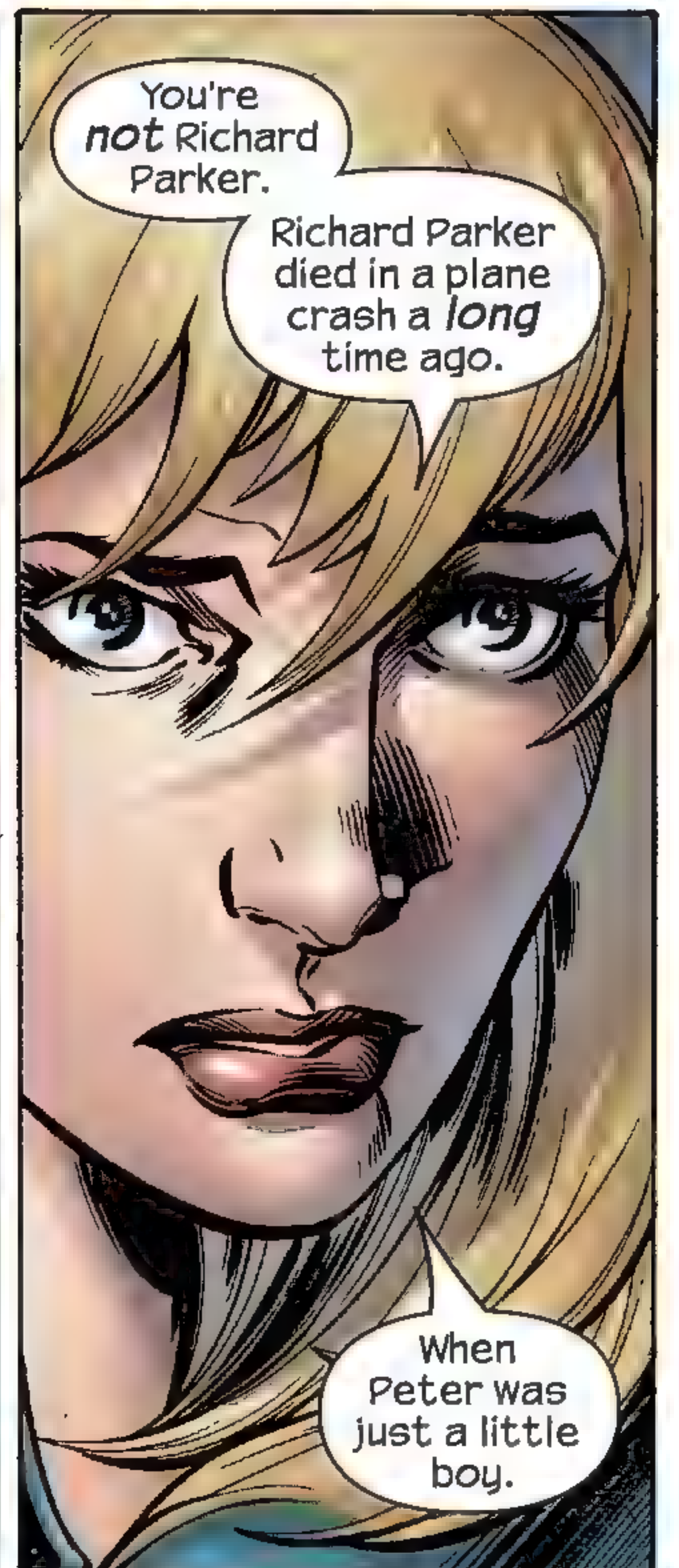
Richard.

Richard...

Look at your hands.



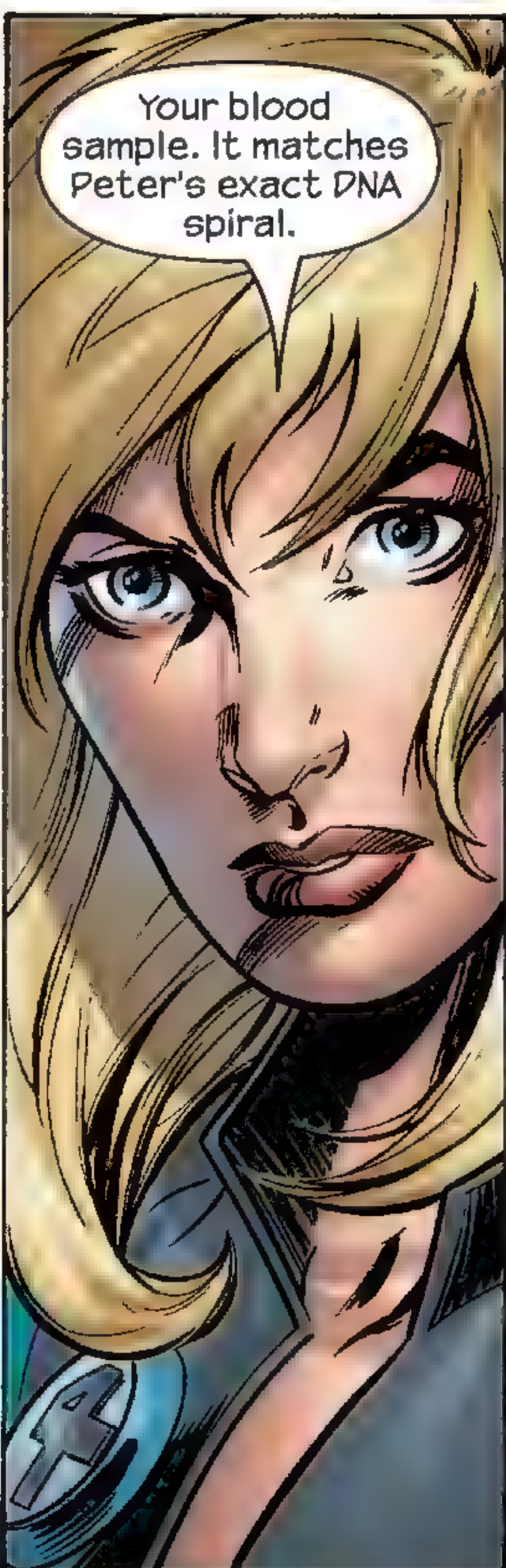
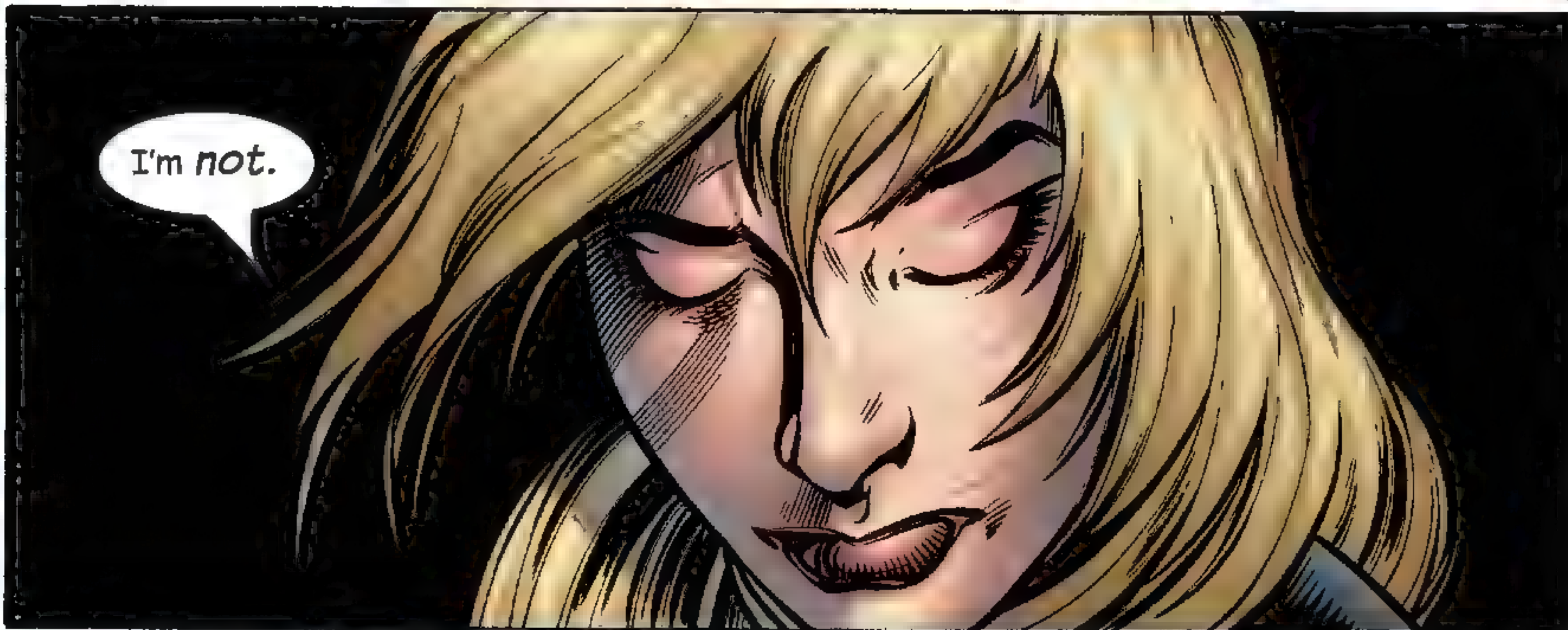
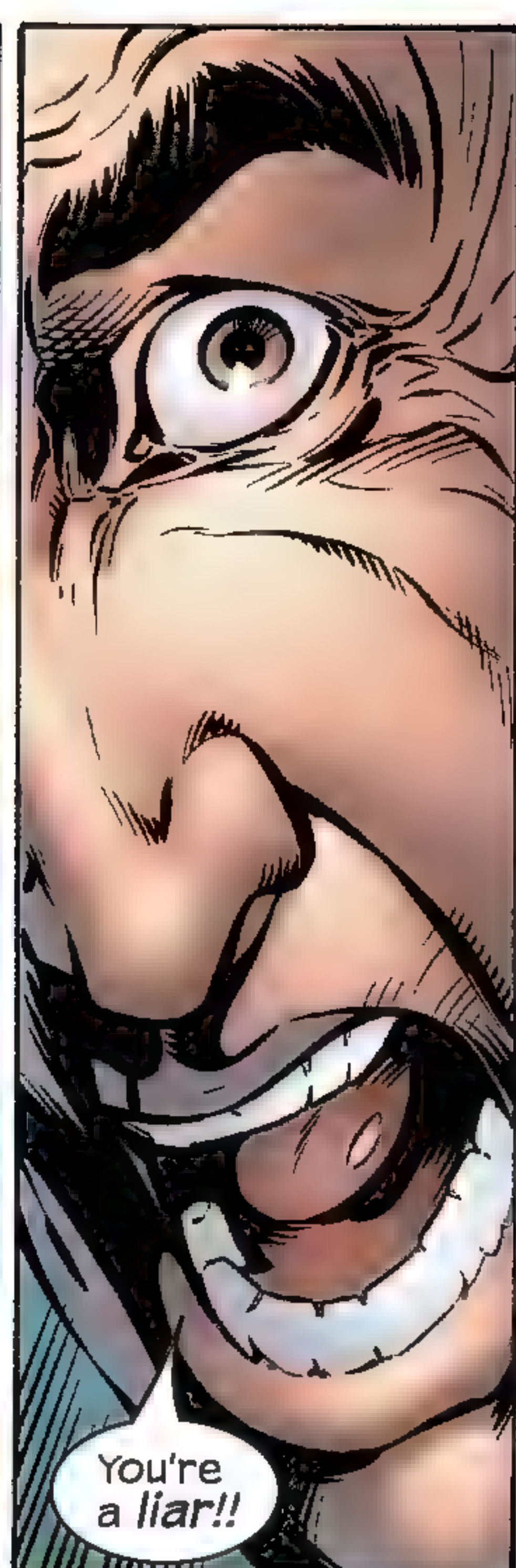
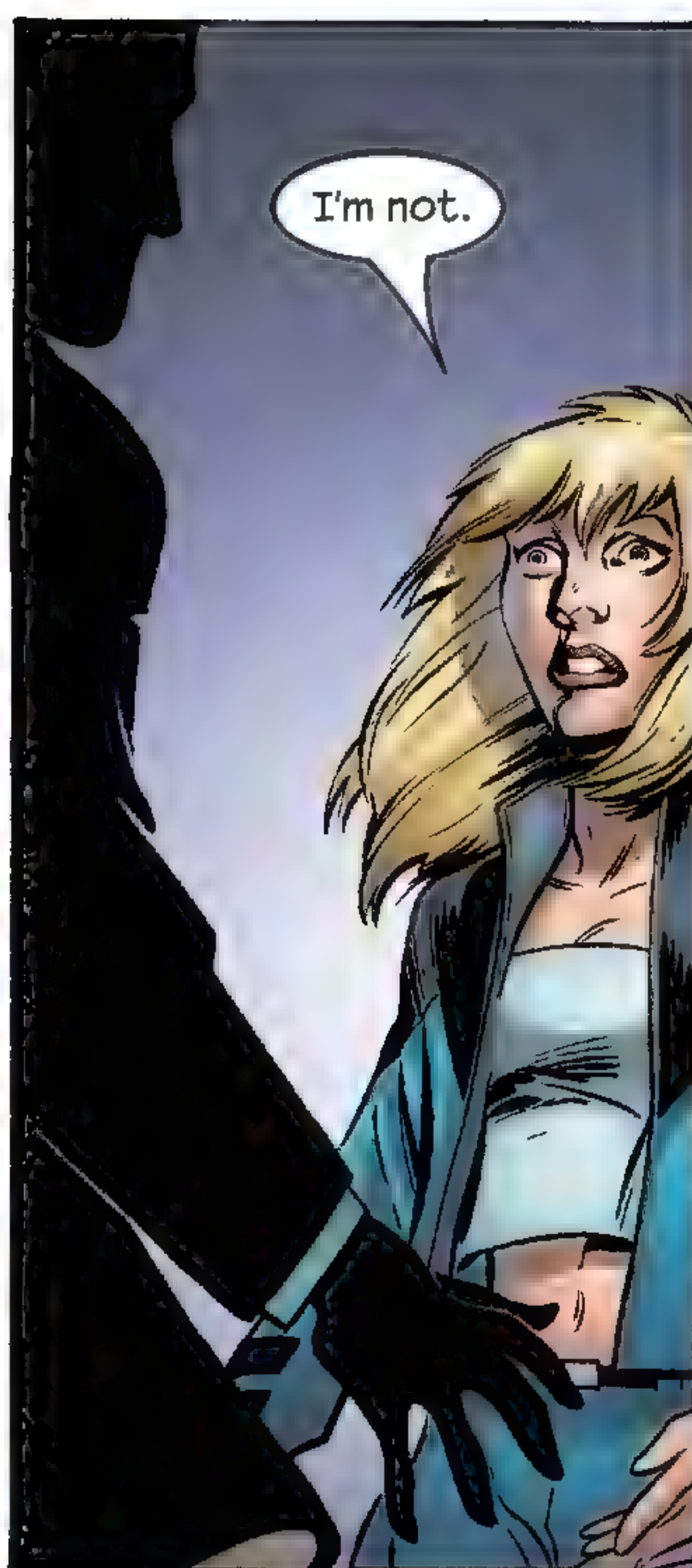
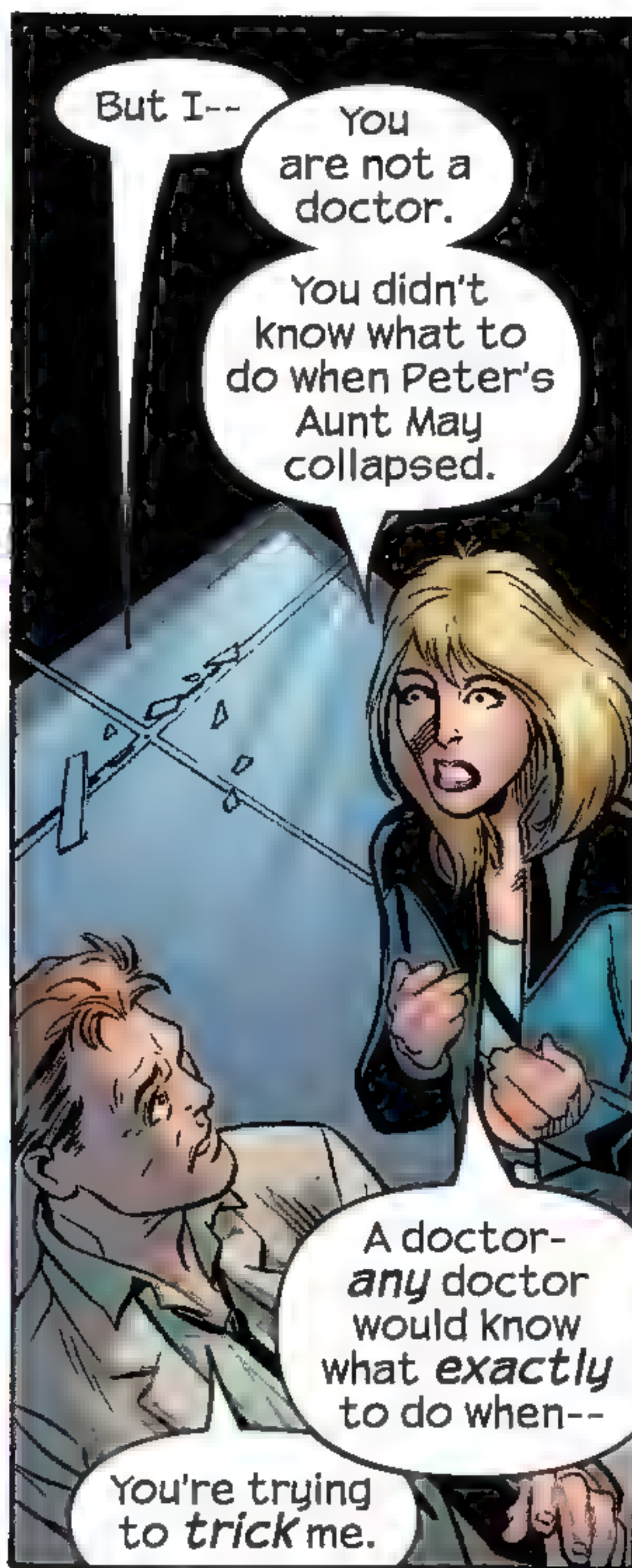
Do those look like the hands of a forty-something-year-old man?

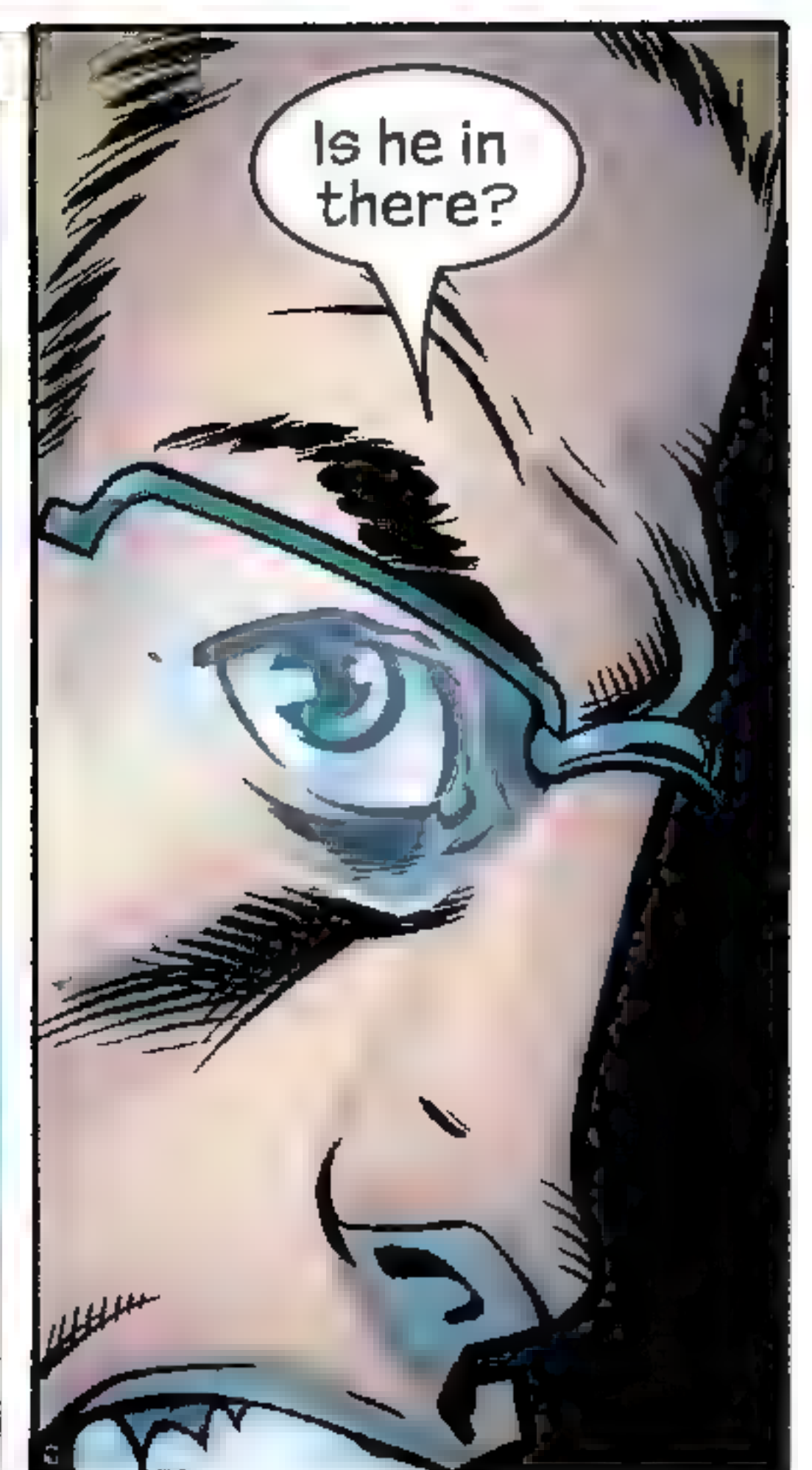


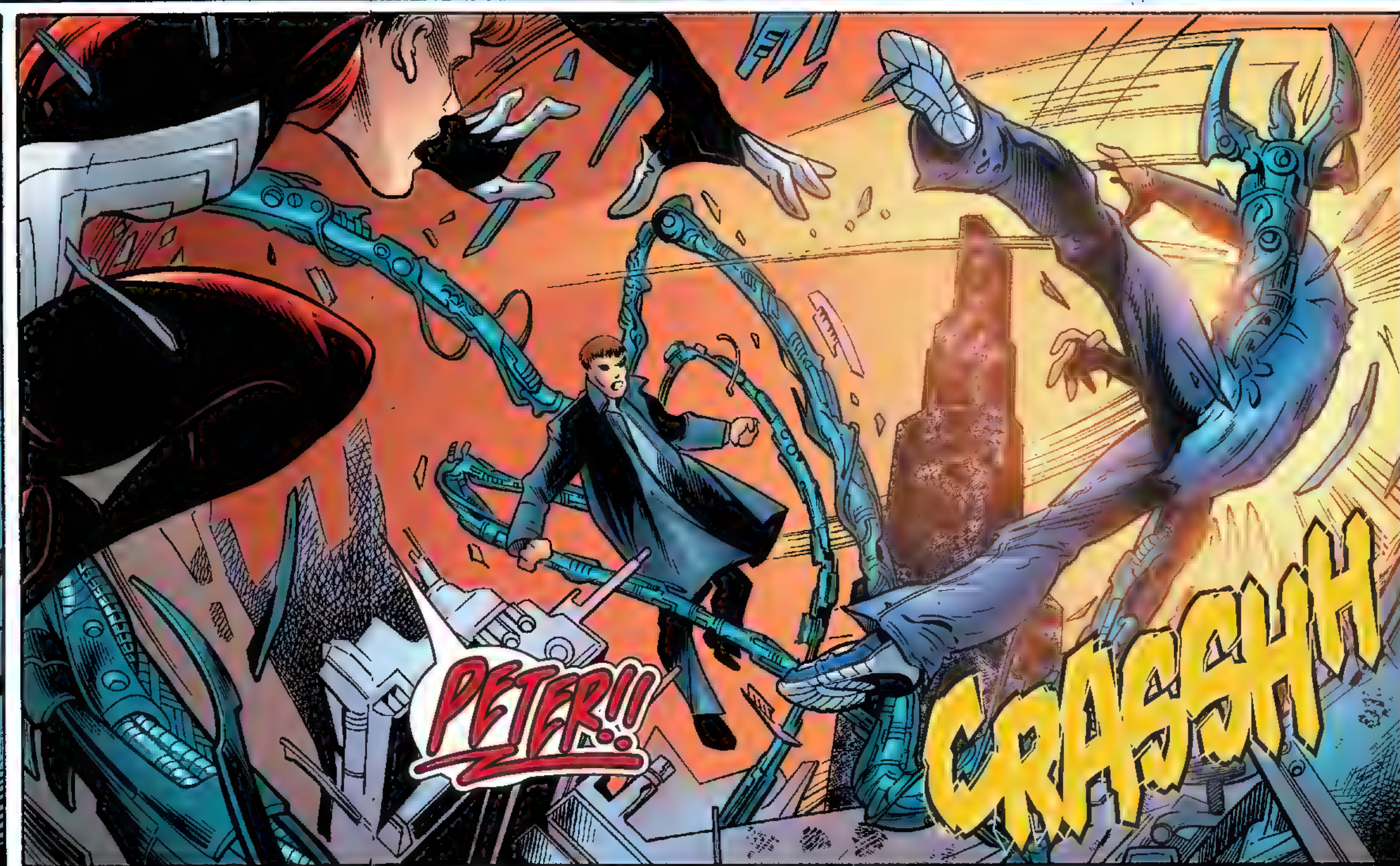
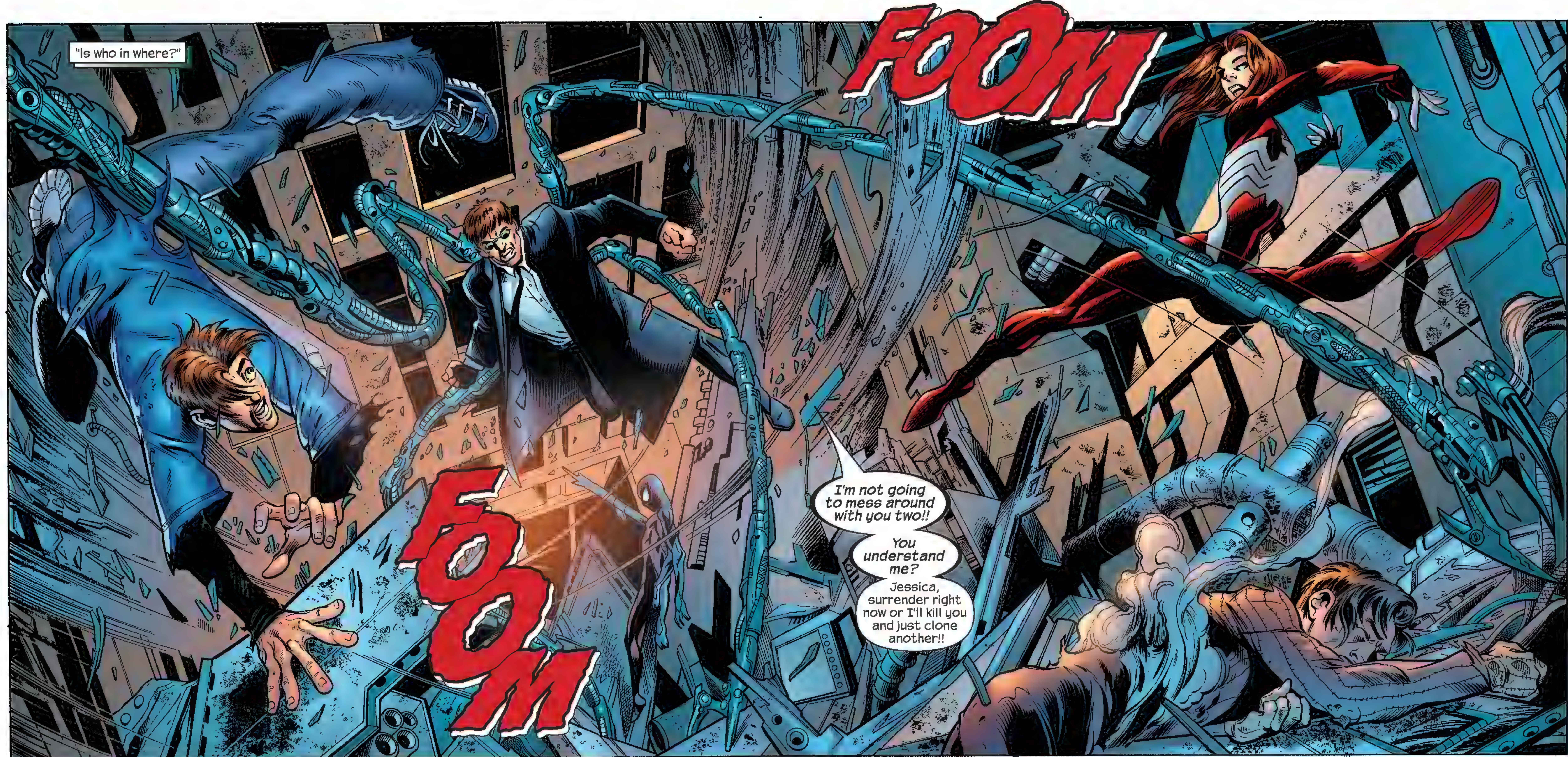
You're **not** Richard Parker.

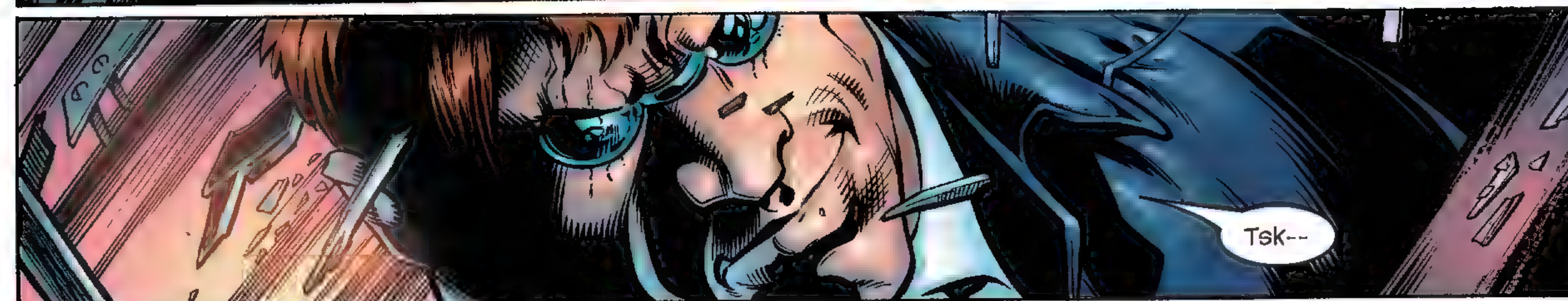
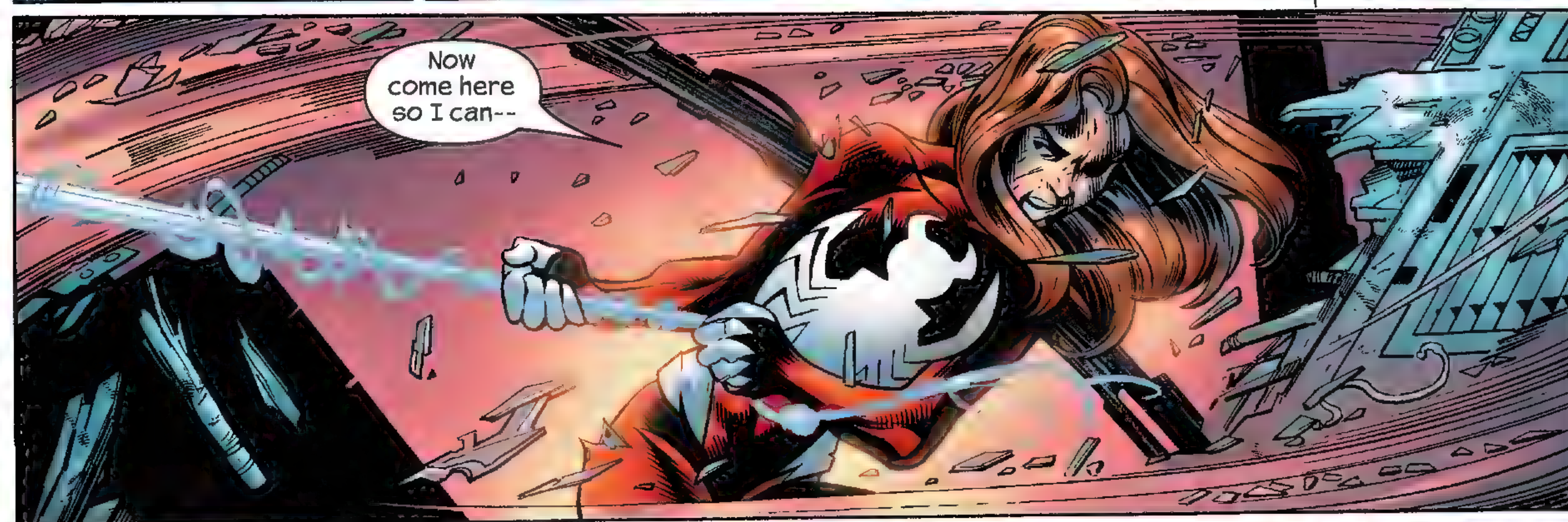
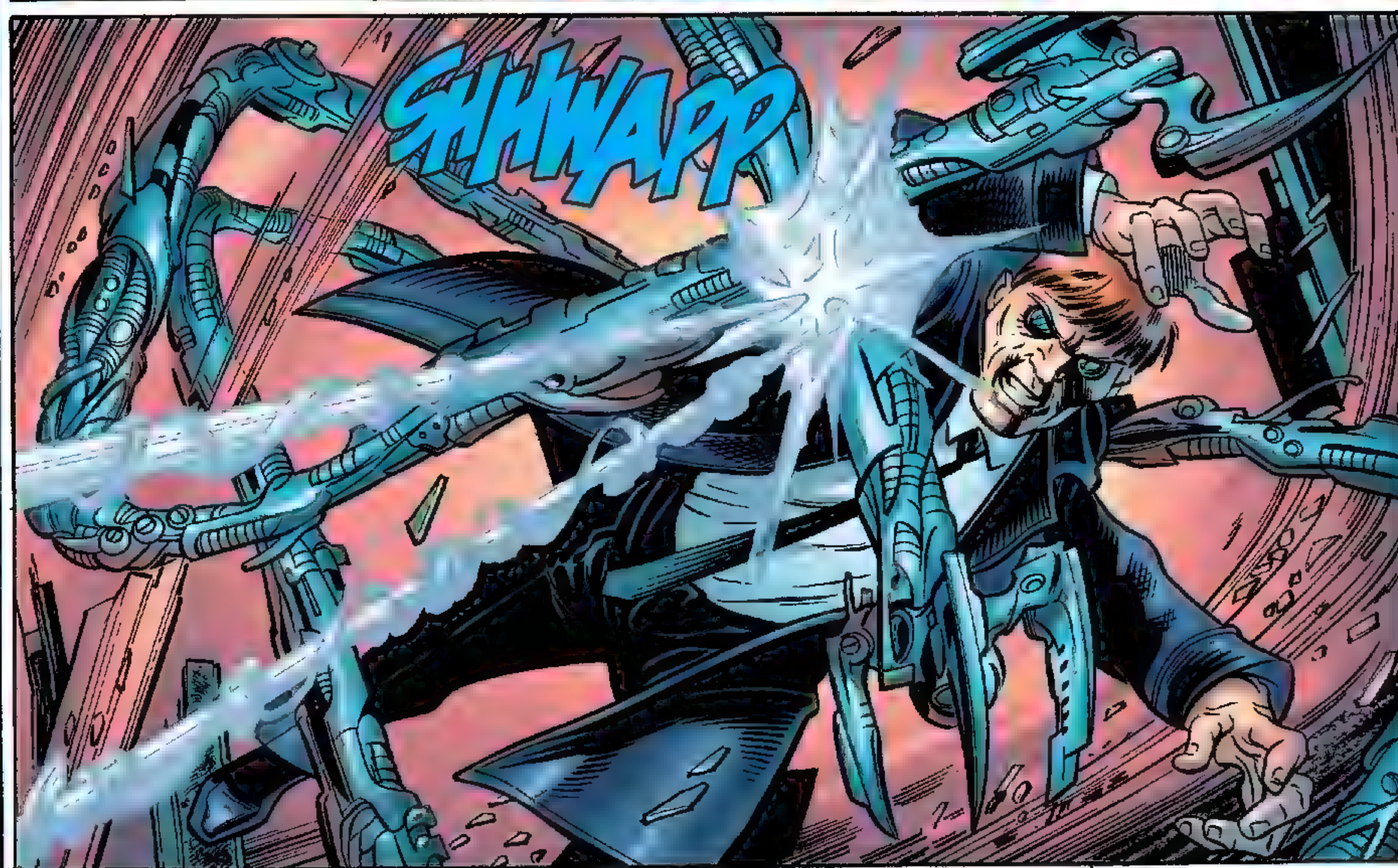
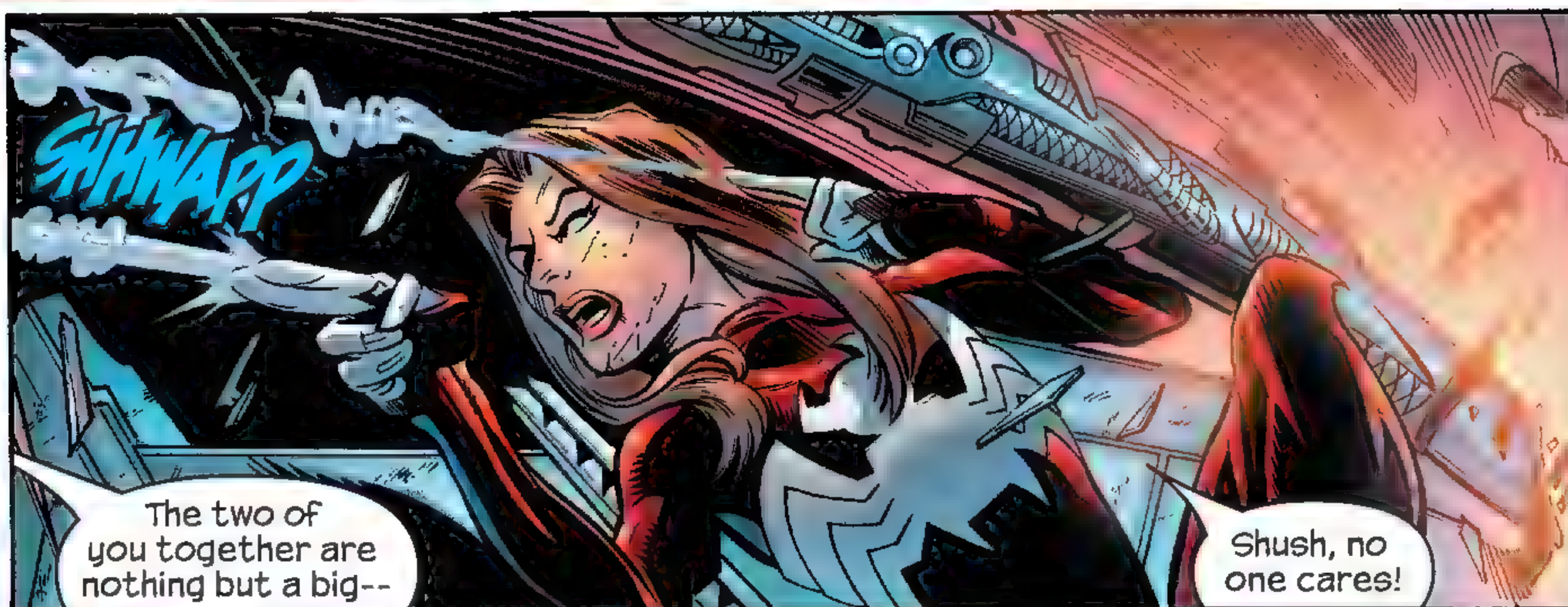
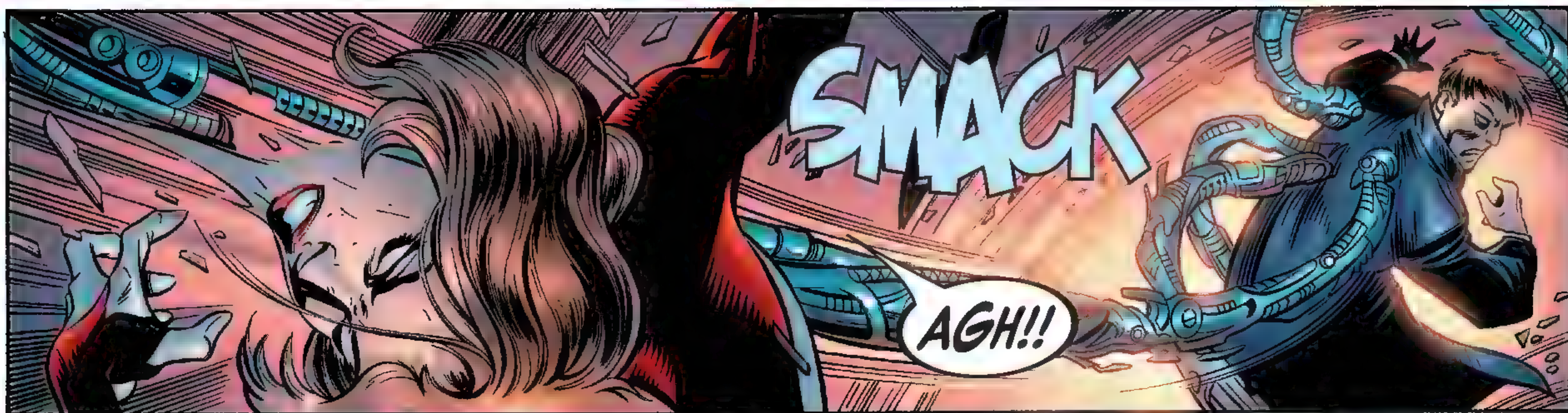
Richard Parker died in a plane crash a **long** time ago.

When Peter was just a little boy.



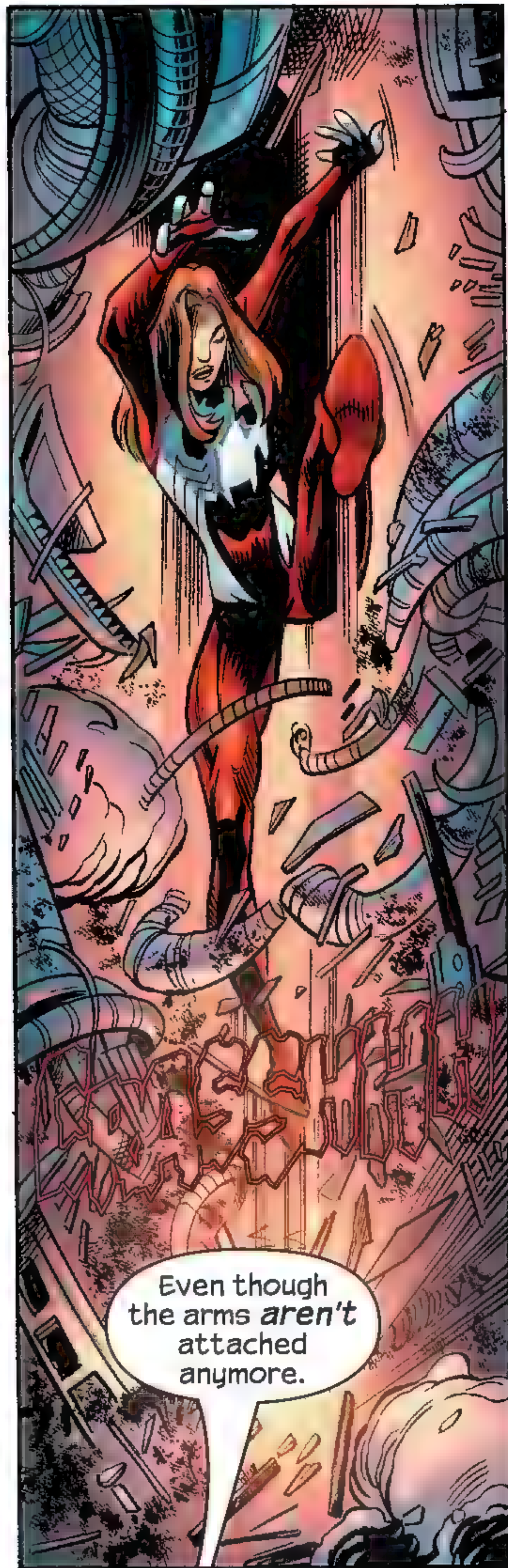








Using Peter Parker's same old tricks.



Even though the arms *aren't* attached anymore.



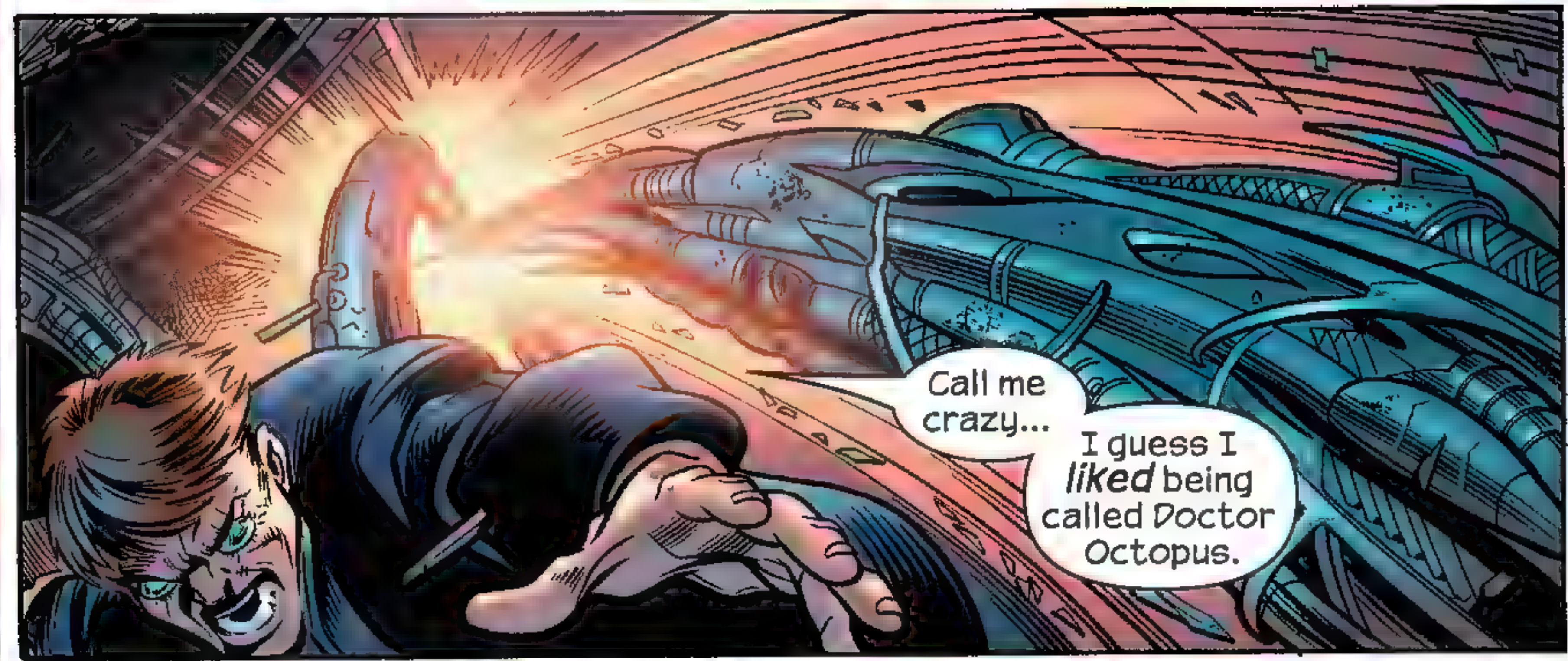
And I just told you that.



Maybe I don't *need* to make arms.

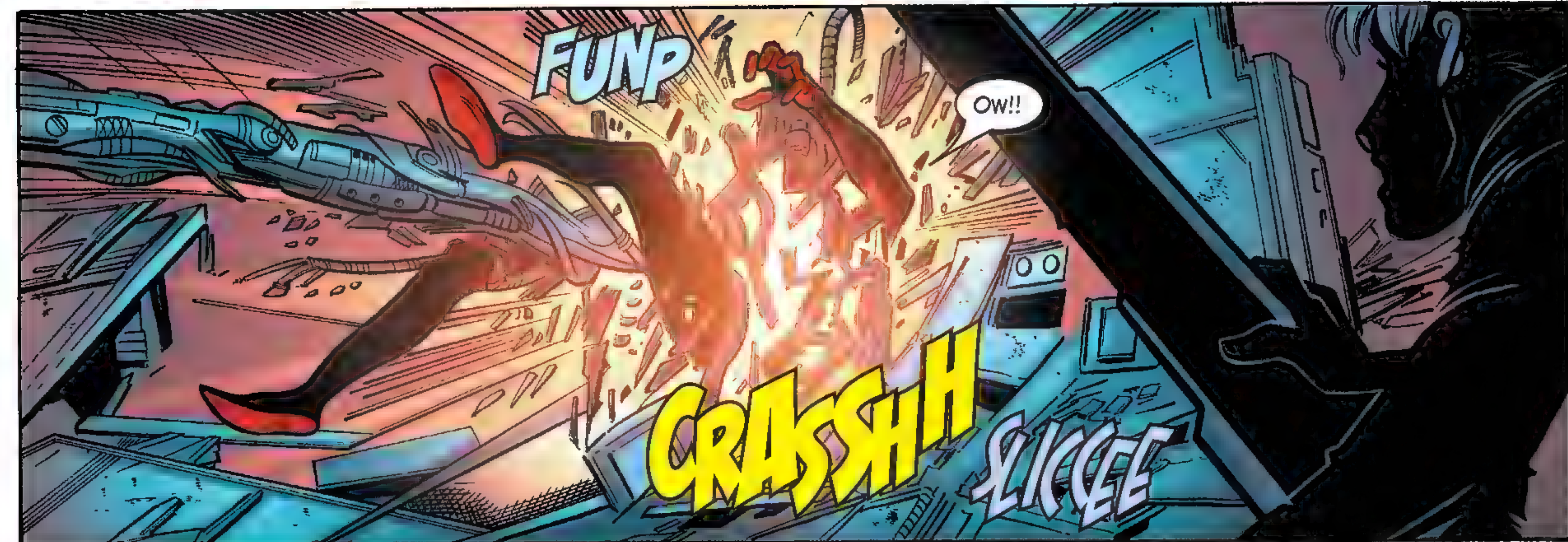
But I like them.

I got good at them.



Call me crazy...

I guess I *liked* being called Doctor Octopus.



FUNP

OW!!

CRASHH

LIKE



Johnny,
the fire isn't
calming her!!

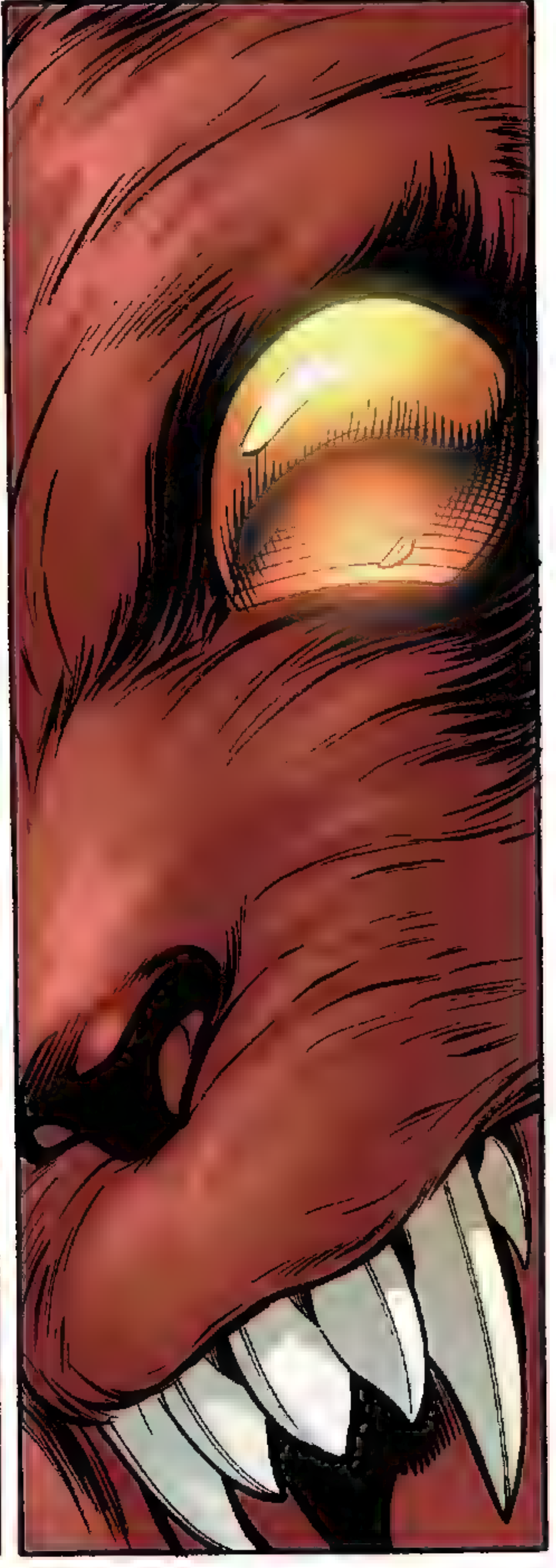
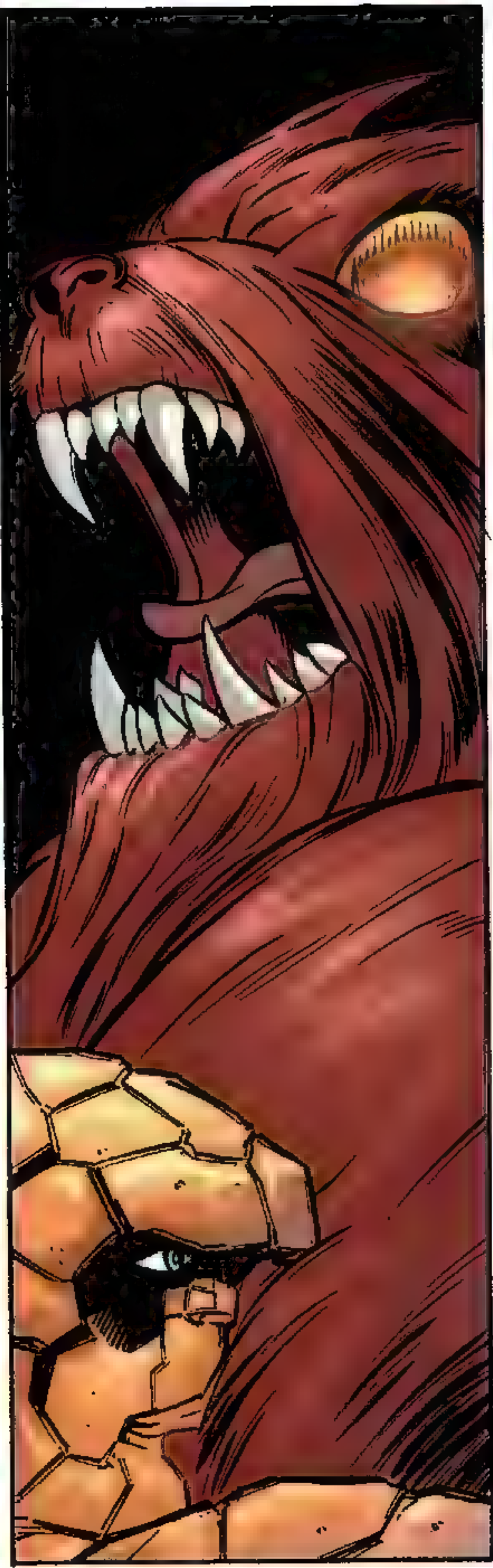
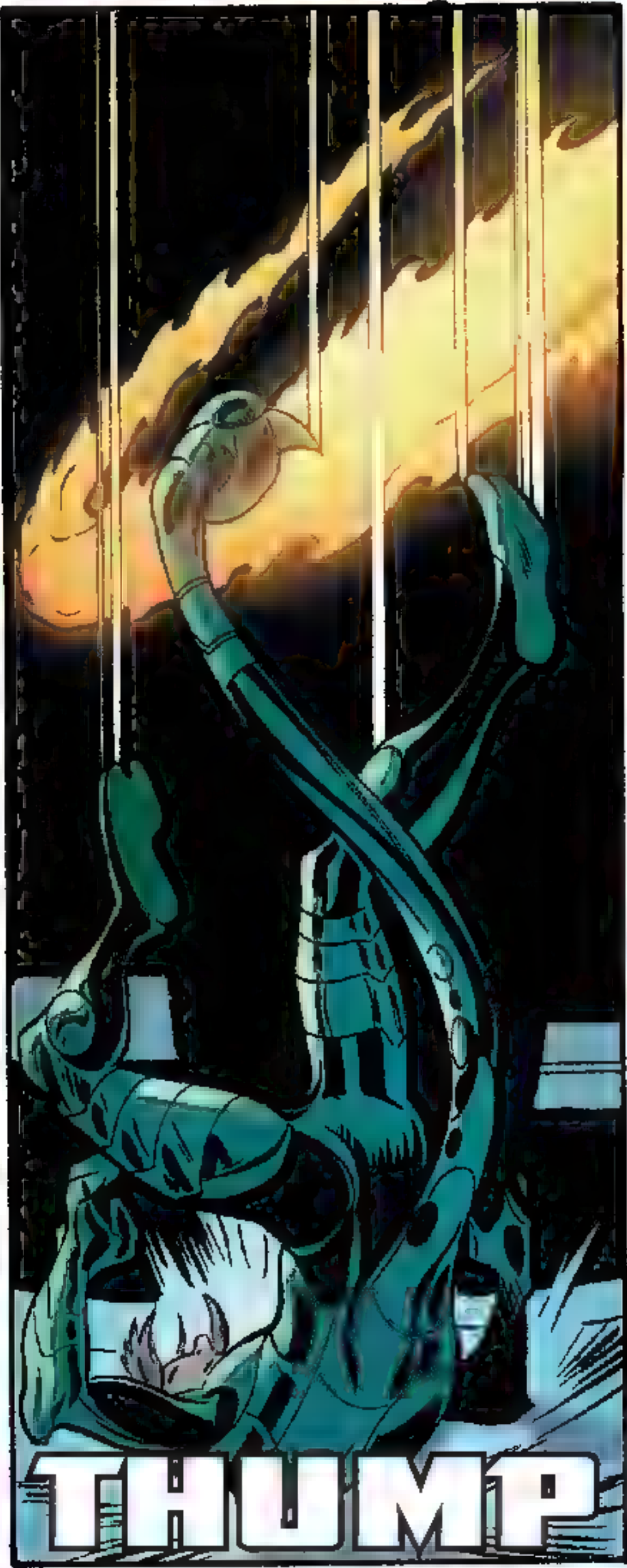
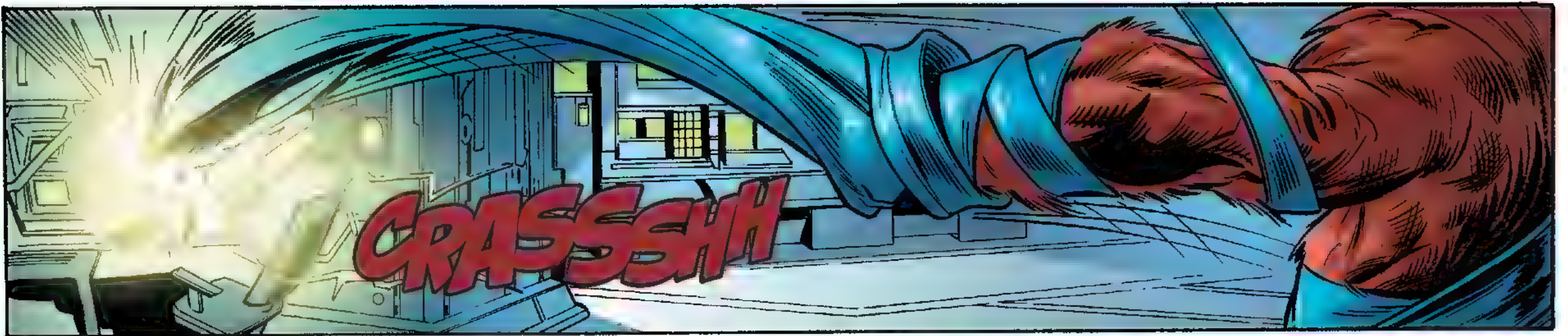
I was
just trying
to--

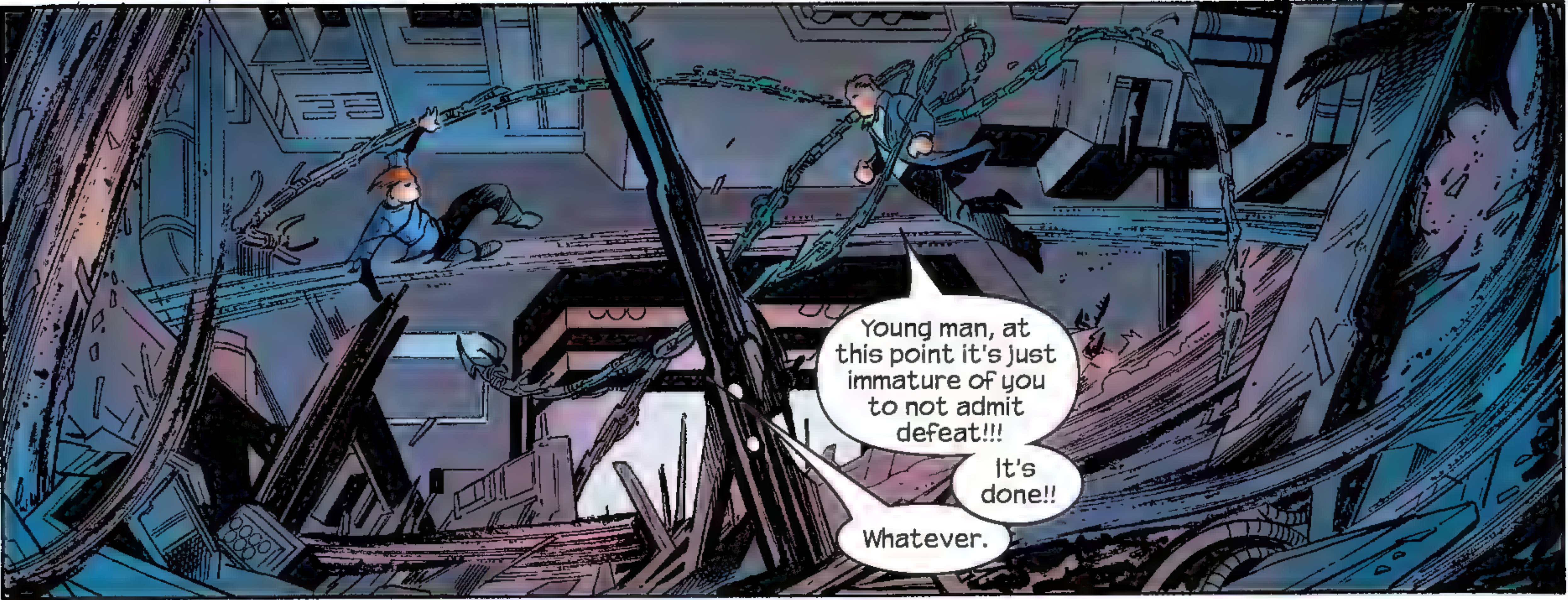
It's not
working!!

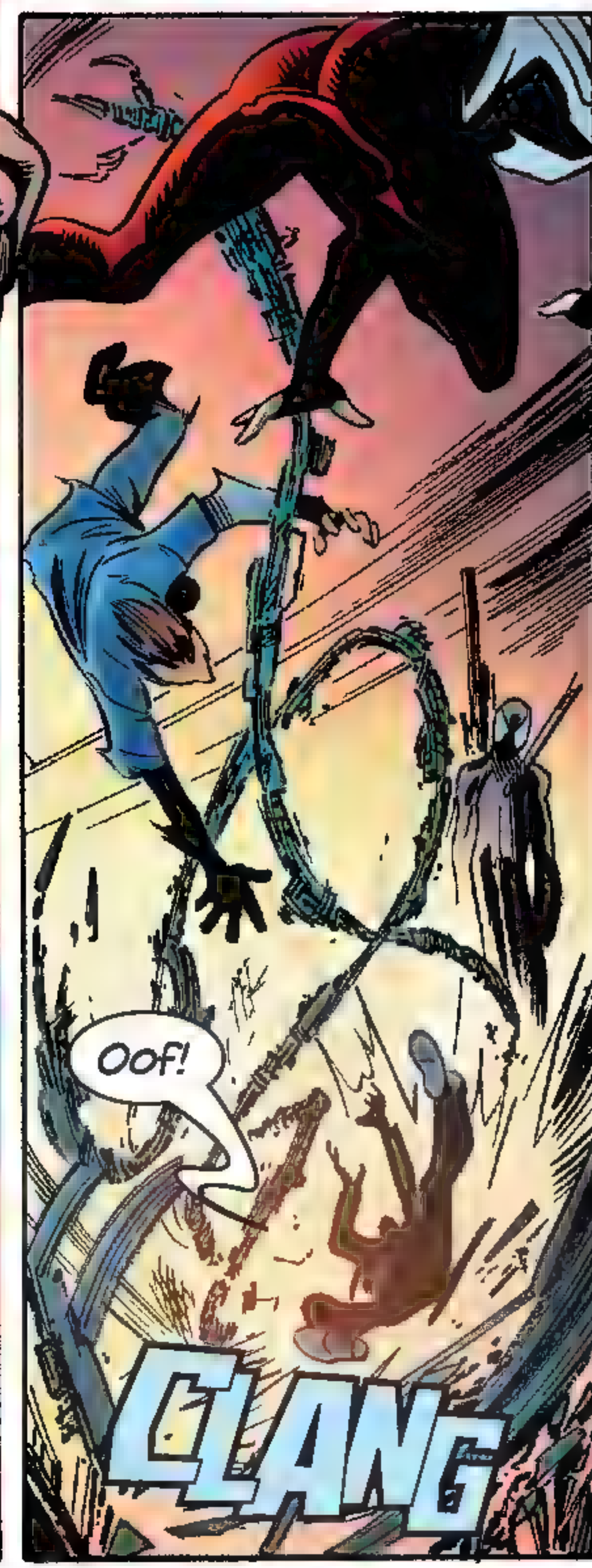
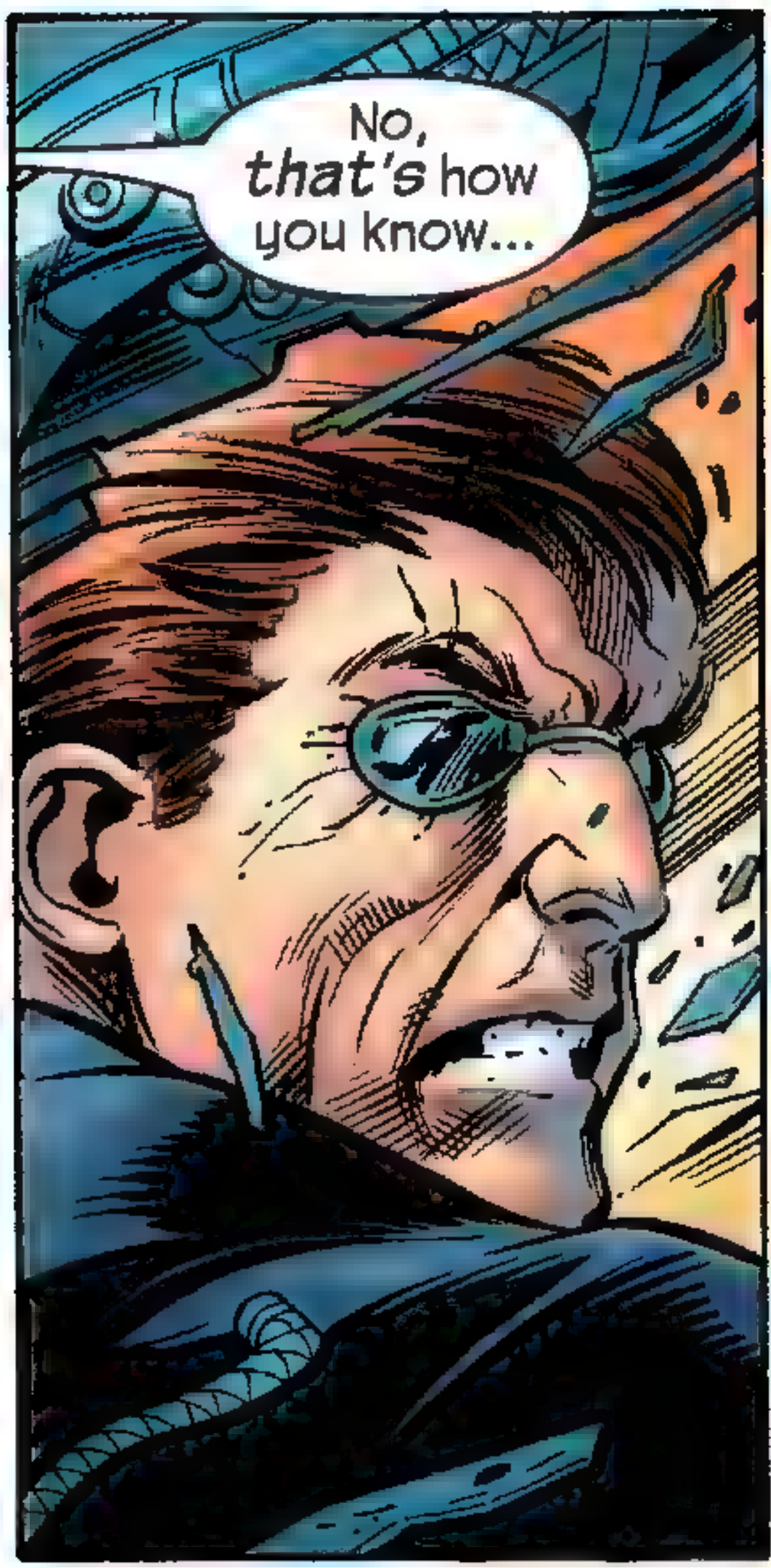
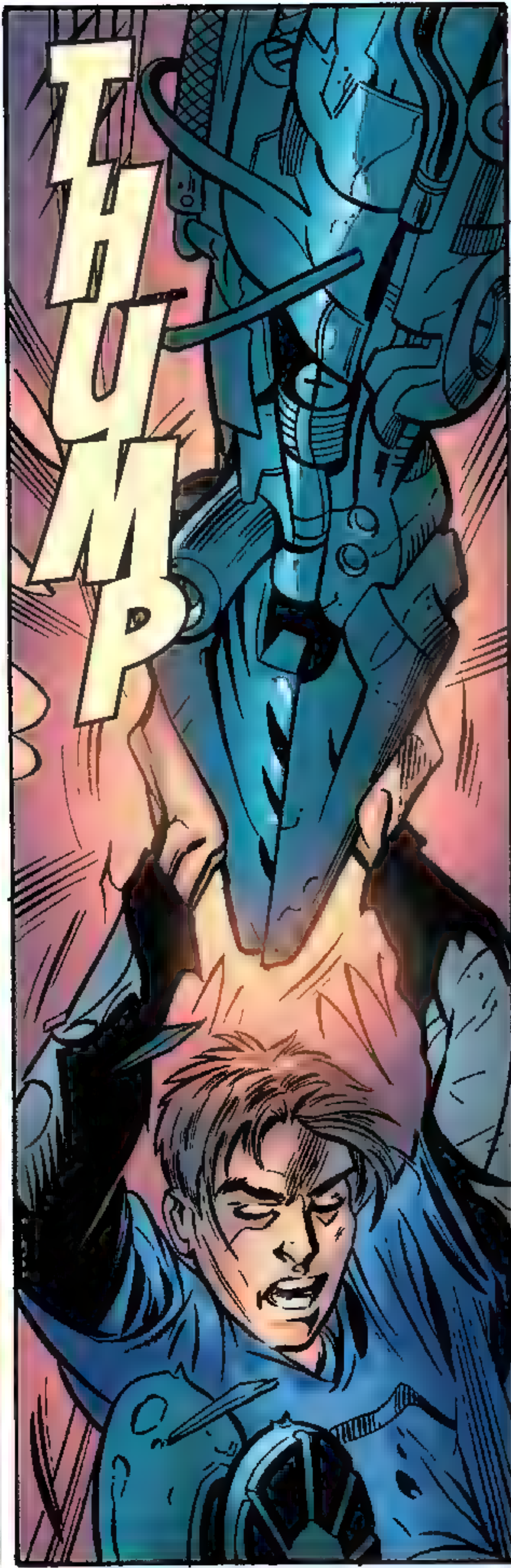
MJ,
please!!!

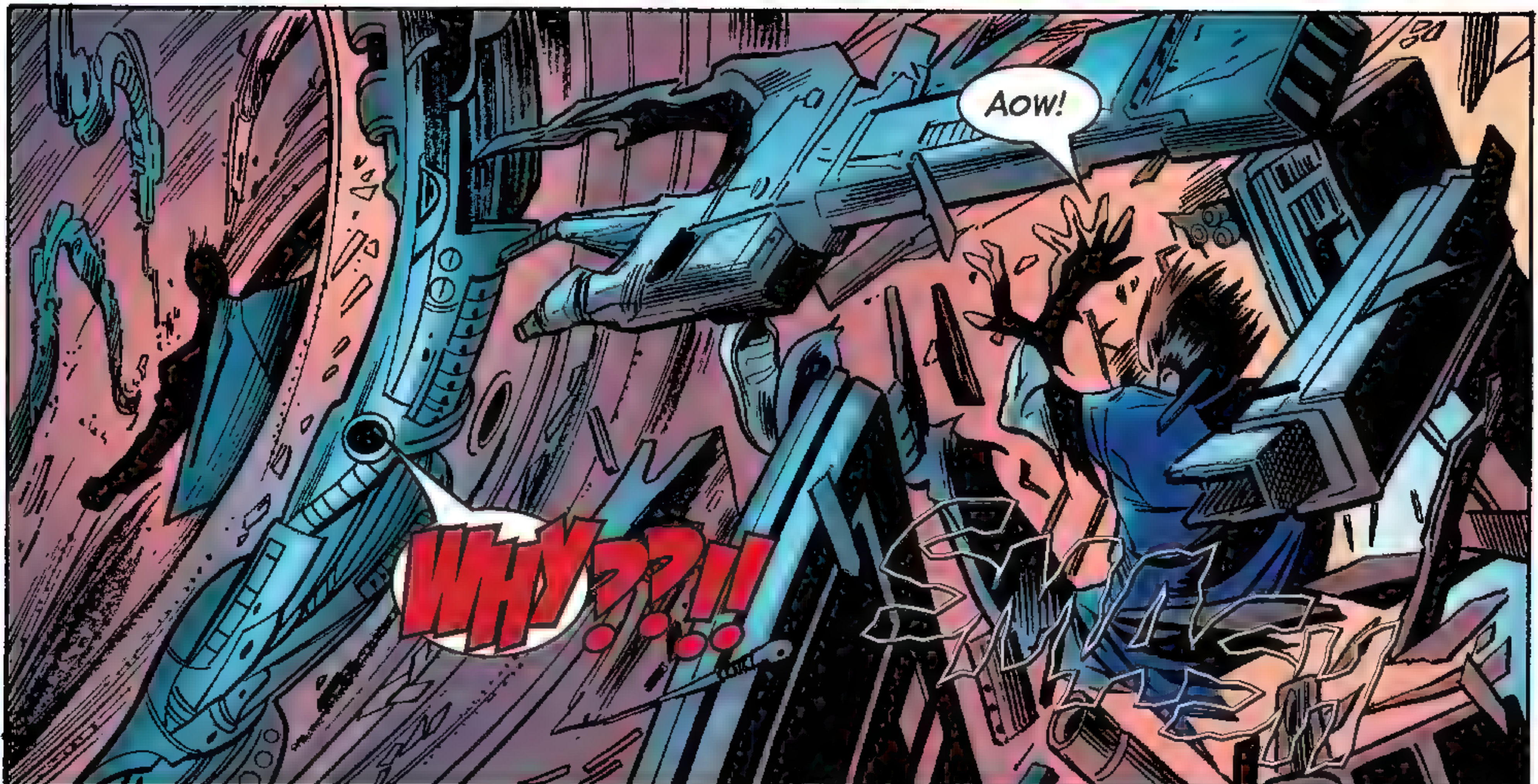
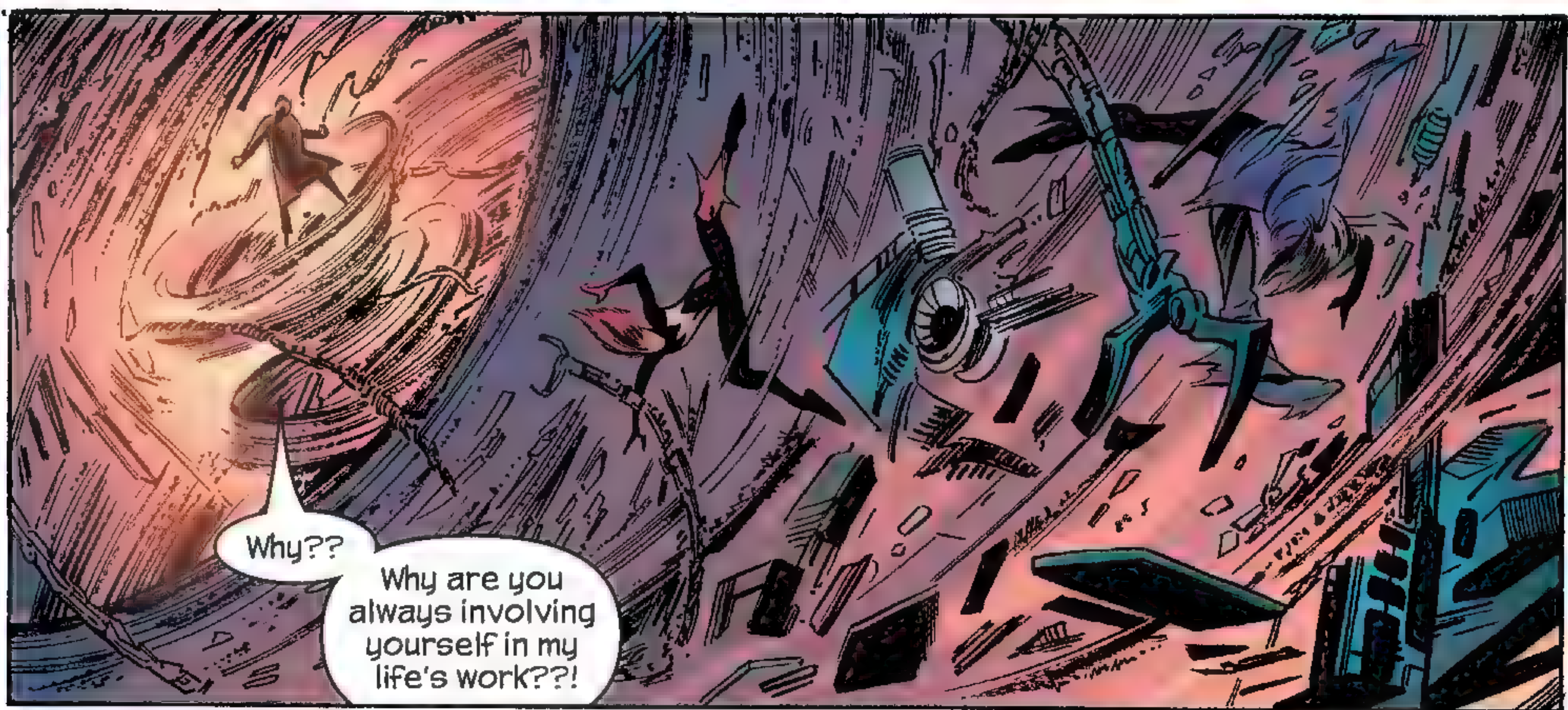
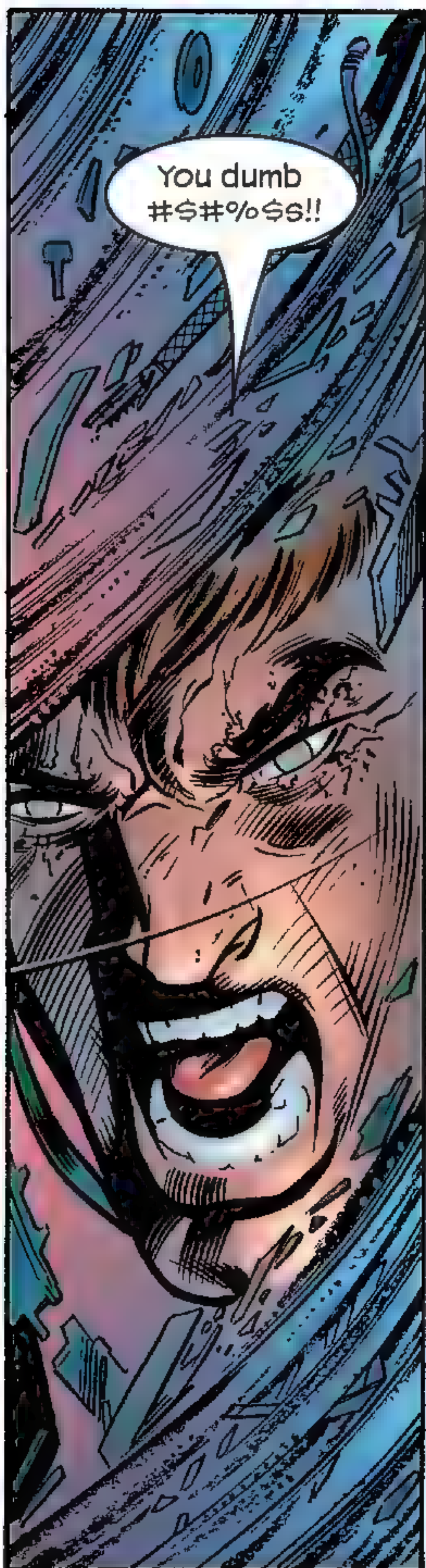
Just
try and
focus!!

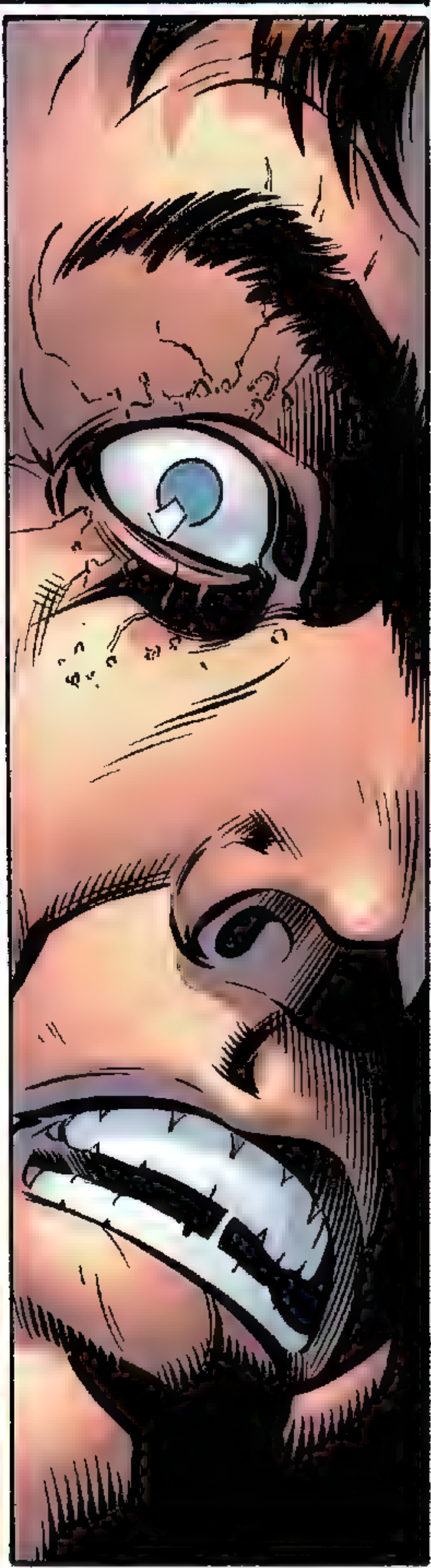
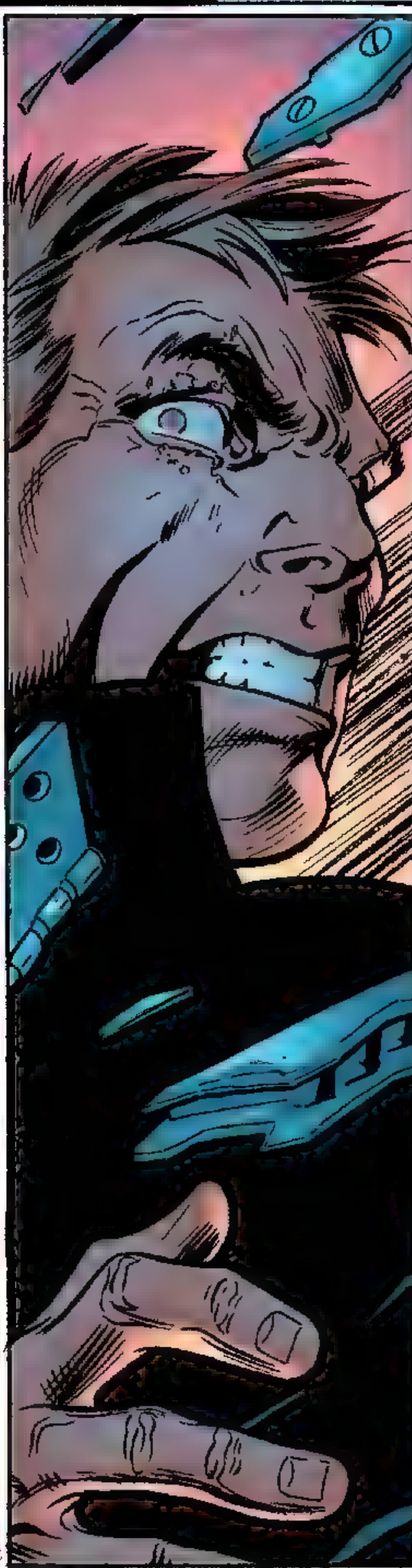
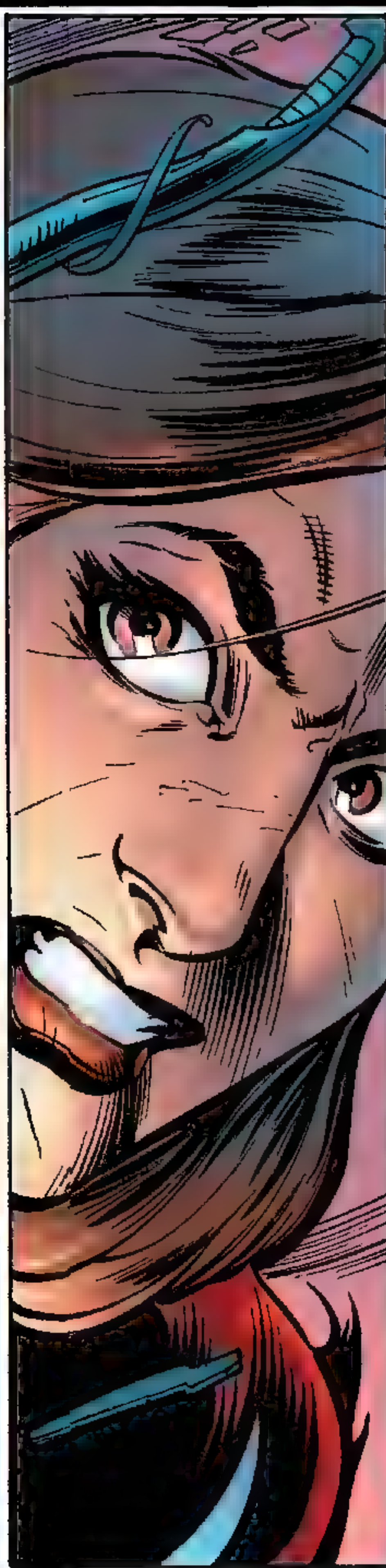
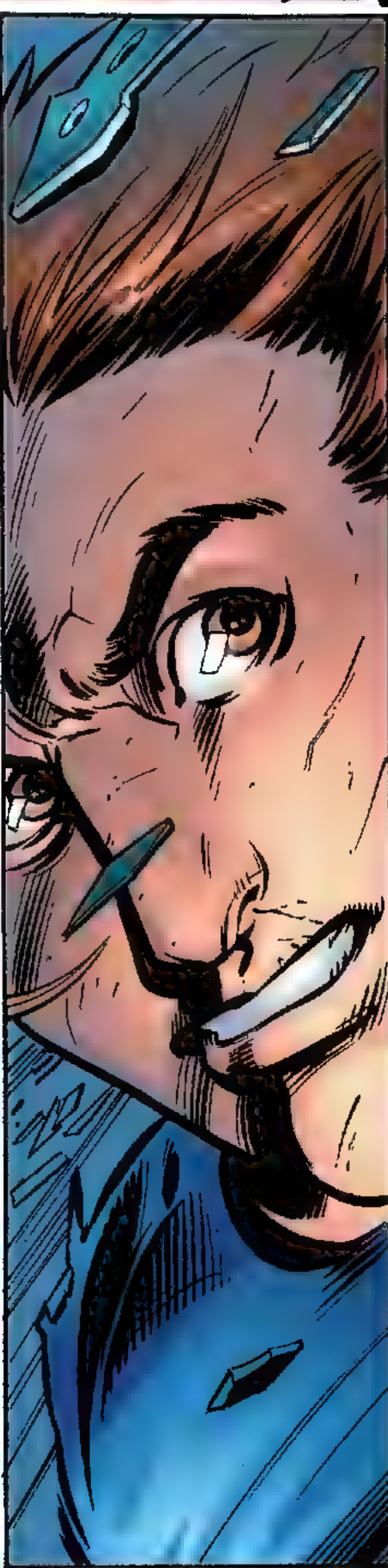
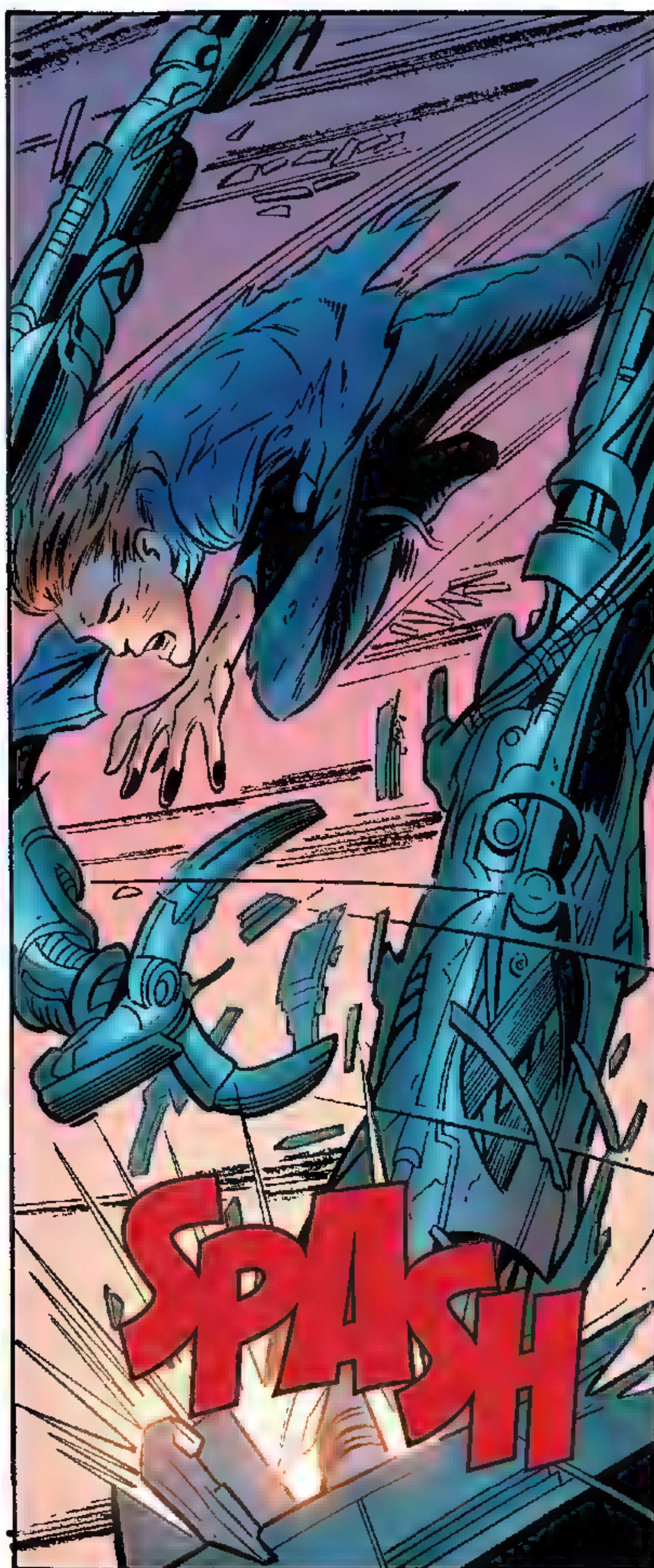
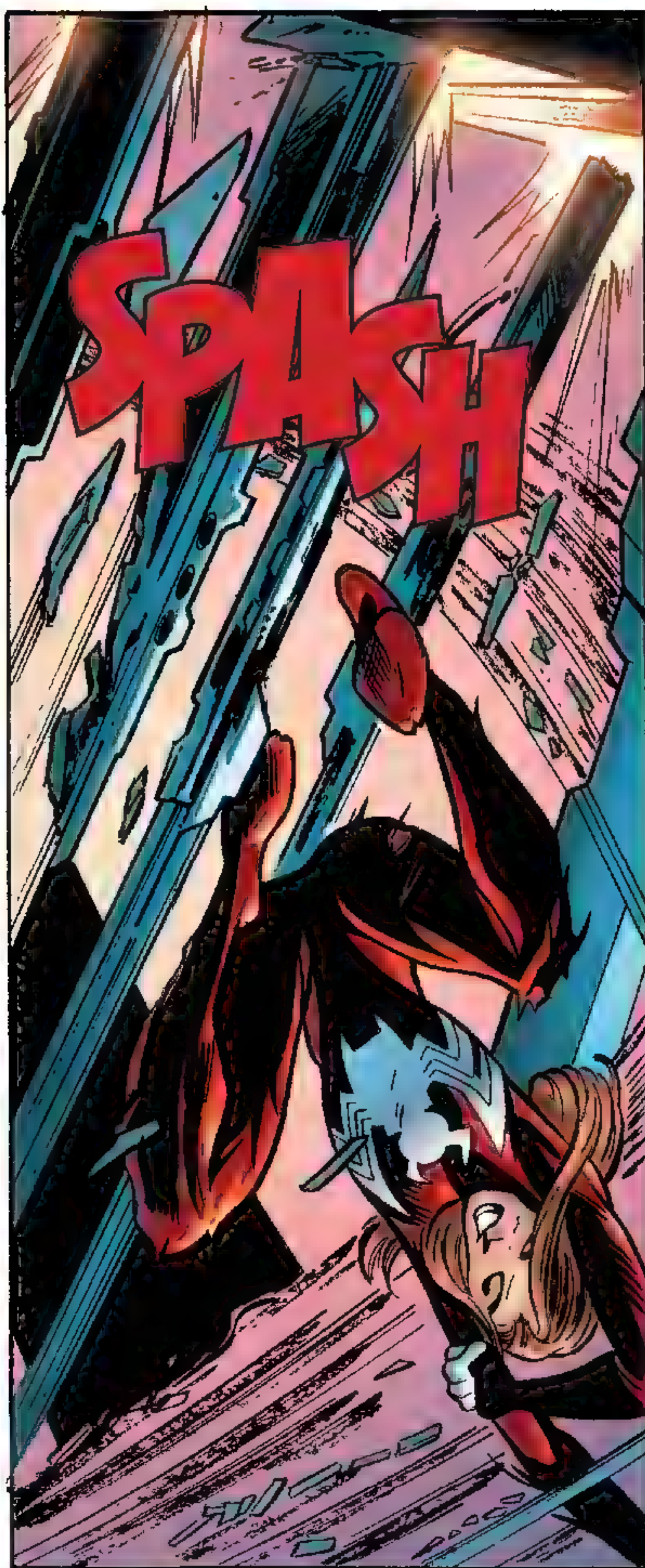
YRAGG
H!!



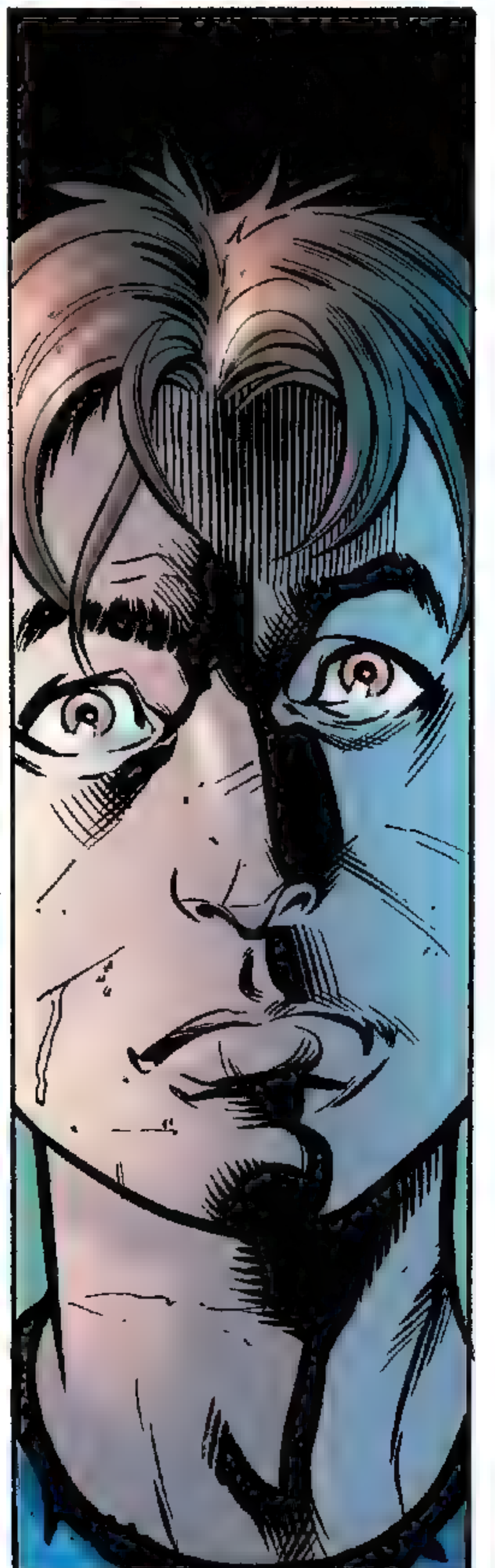
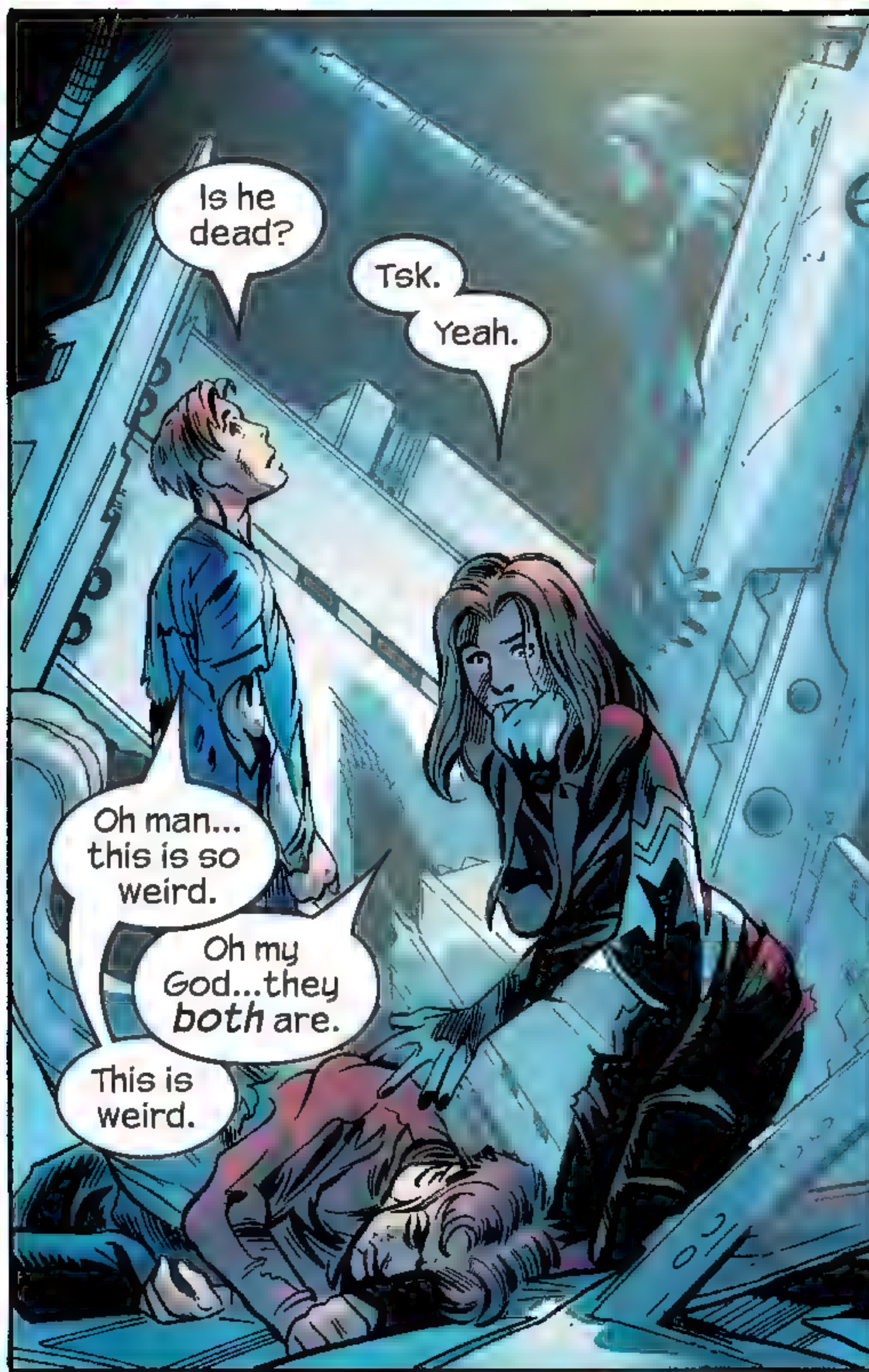
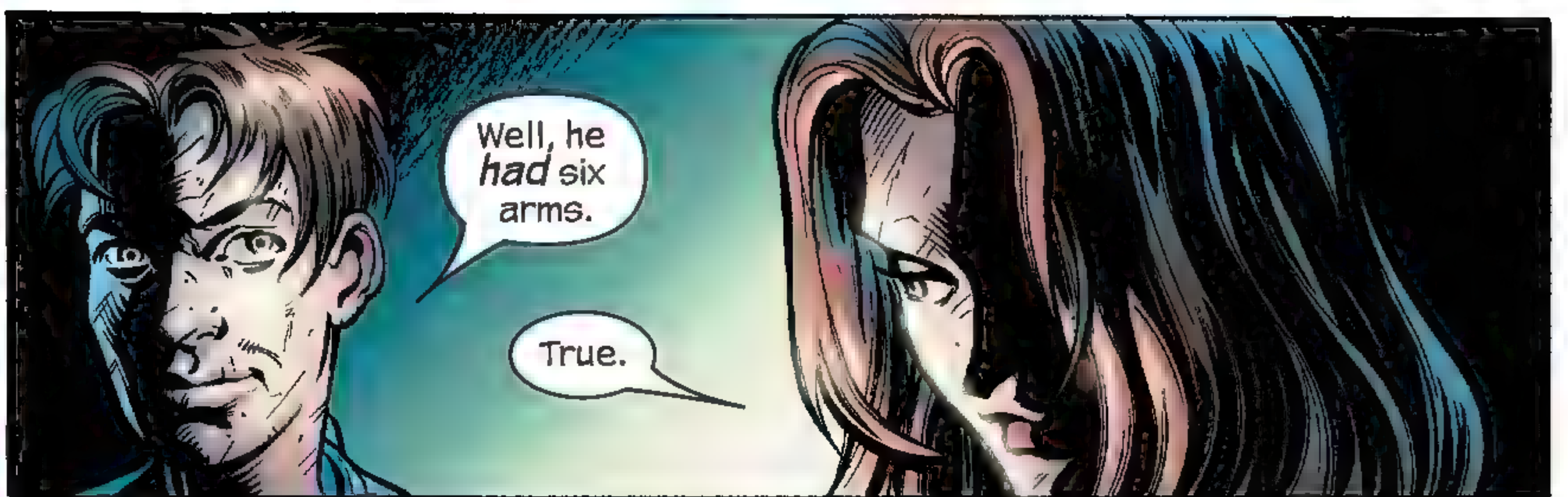
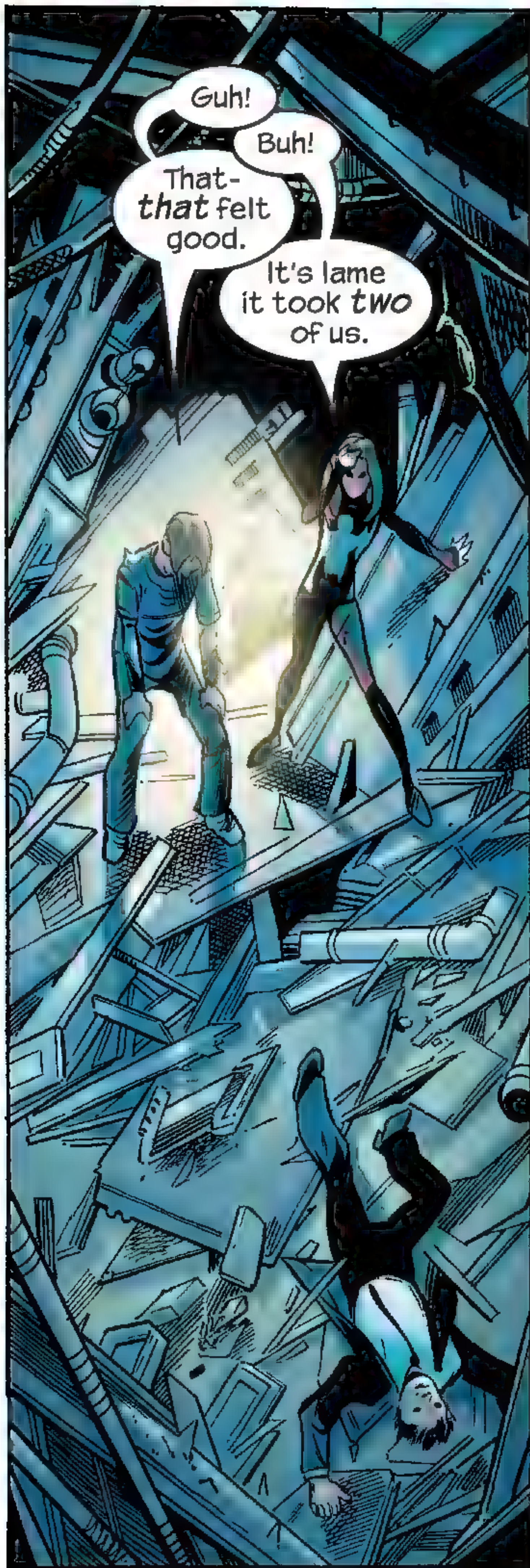


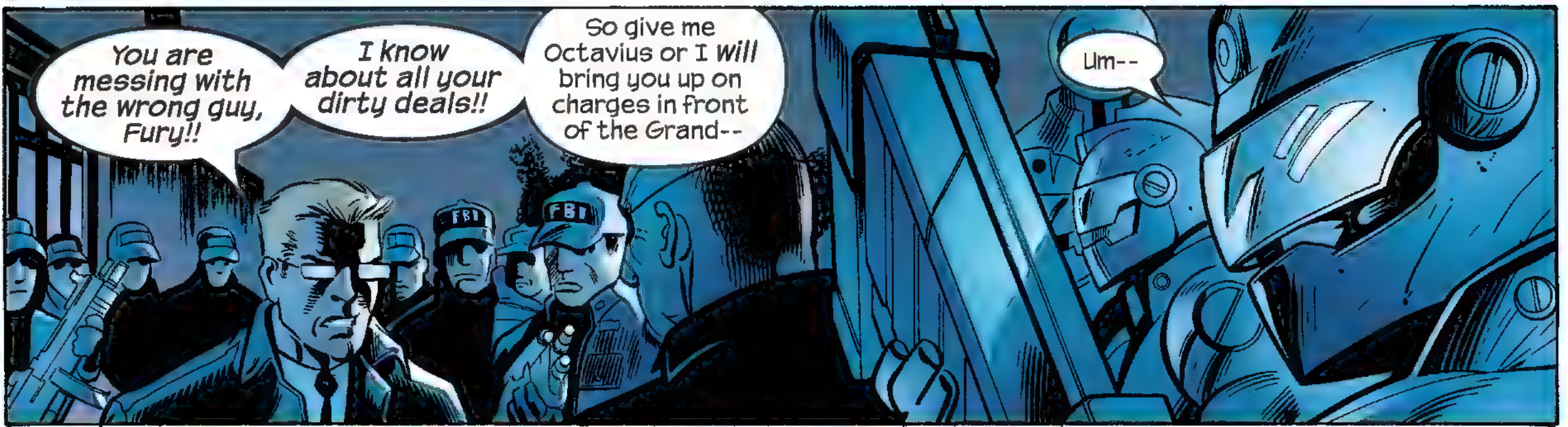










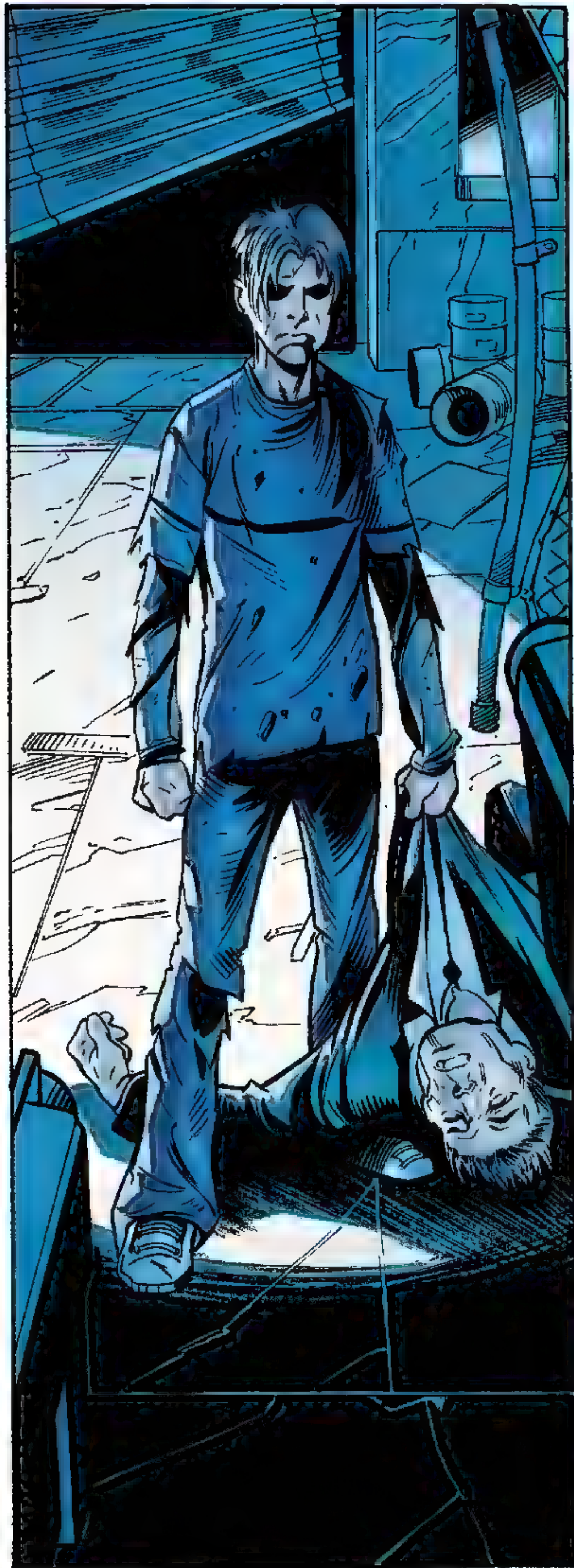


You are messing with the wrong guy, Fury!!

I know about all your dirty deals!!

So give me Octavius or I will bring you up on charges in front of the Grand--

Um--



Where's the- uh- the girl you?

Yeah, um- she left.



Team Ten! The spider-girl is out in the open.

Two of the- the clones died. They're in there.

Two down? Good.



Good?

Who are you?



You're the FBI?

You made a deal with Octavius to clone me?



For what? For "thanks for being a good guy who brought you a bad guy?"

You go and hire that bad guy to do this to me?

Tell me- I really want to know--

Is there *any* part of you that understands how insanely evil you are??!!



Listen to me, you lousy piece of--

Peter??!!



Are you okay??

No!!

Storm, I told you and your family to *stay away* from this--

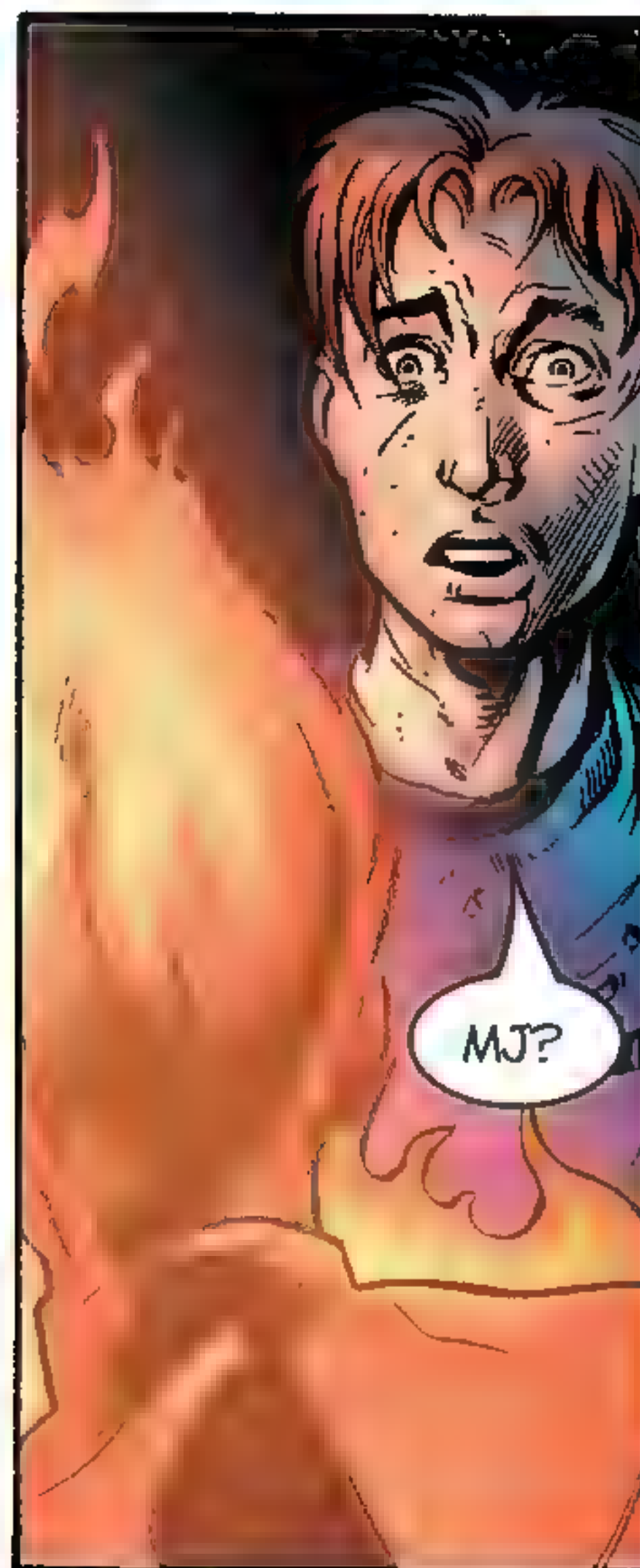
We have a situation here, kid!!



Will all you guys just *calm down!!*

Agh!!

Whoah!



MJ?



Come on.



Storm!!

(Jeez.)

Alpha Ten-- this is One-Eyed Eagle.

Send some of the A team over to the Baxter Building. Tell everyone to suit up.



Johnny!

Who's Johnny?

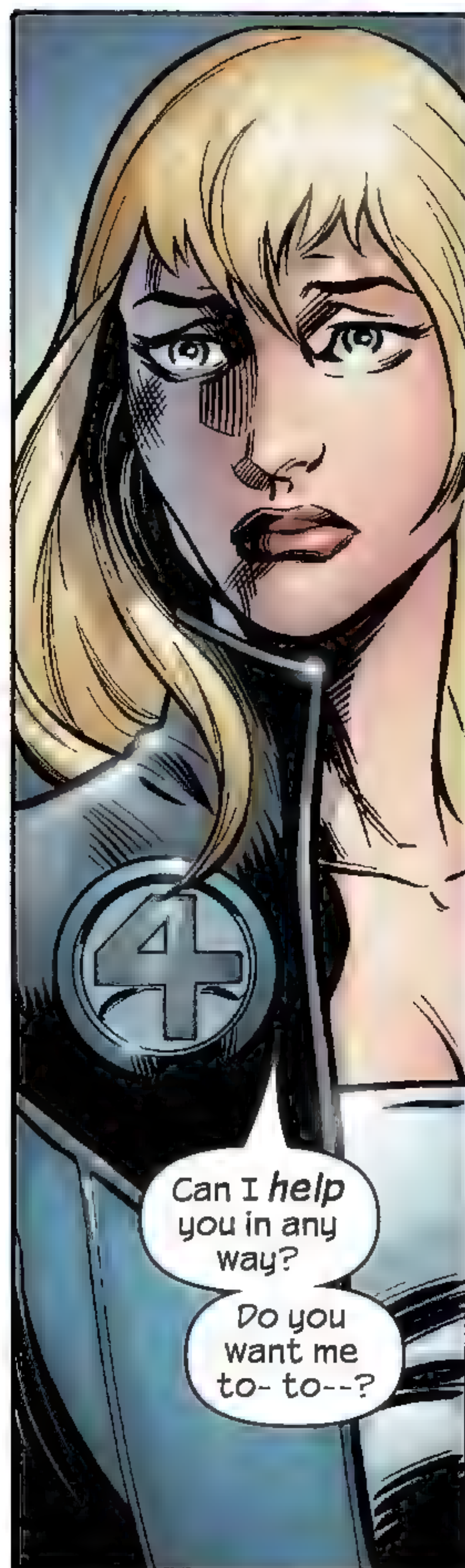
My brother.

That's him.



The
guy on
fire?

Huh.

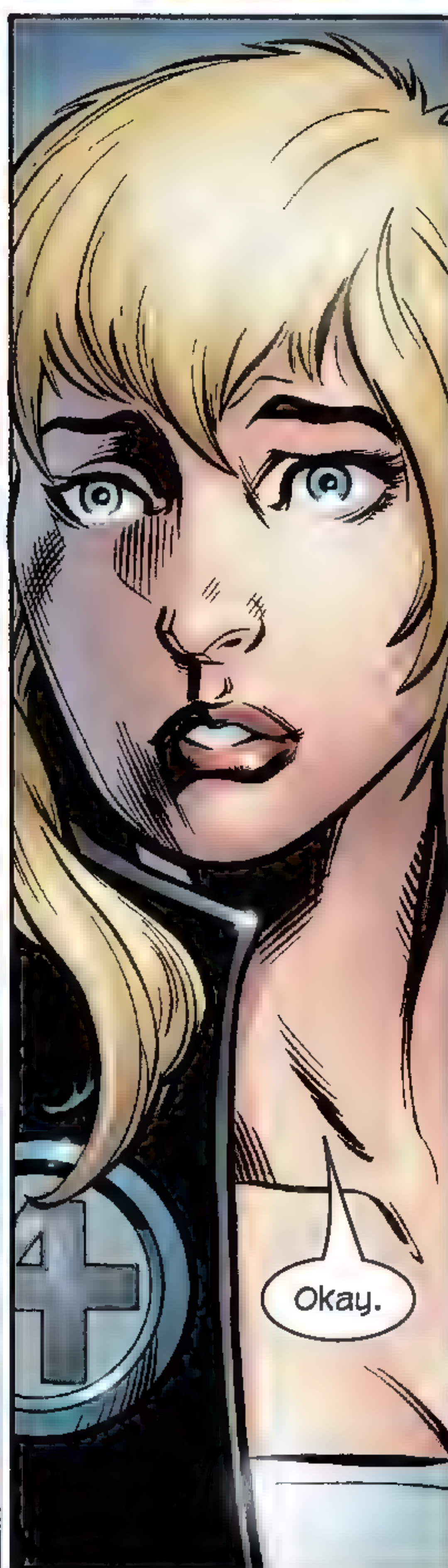


Can I **help**
you in any
way?

Do you
want me
to- to--?



I just
want to sit
here.



Okay.



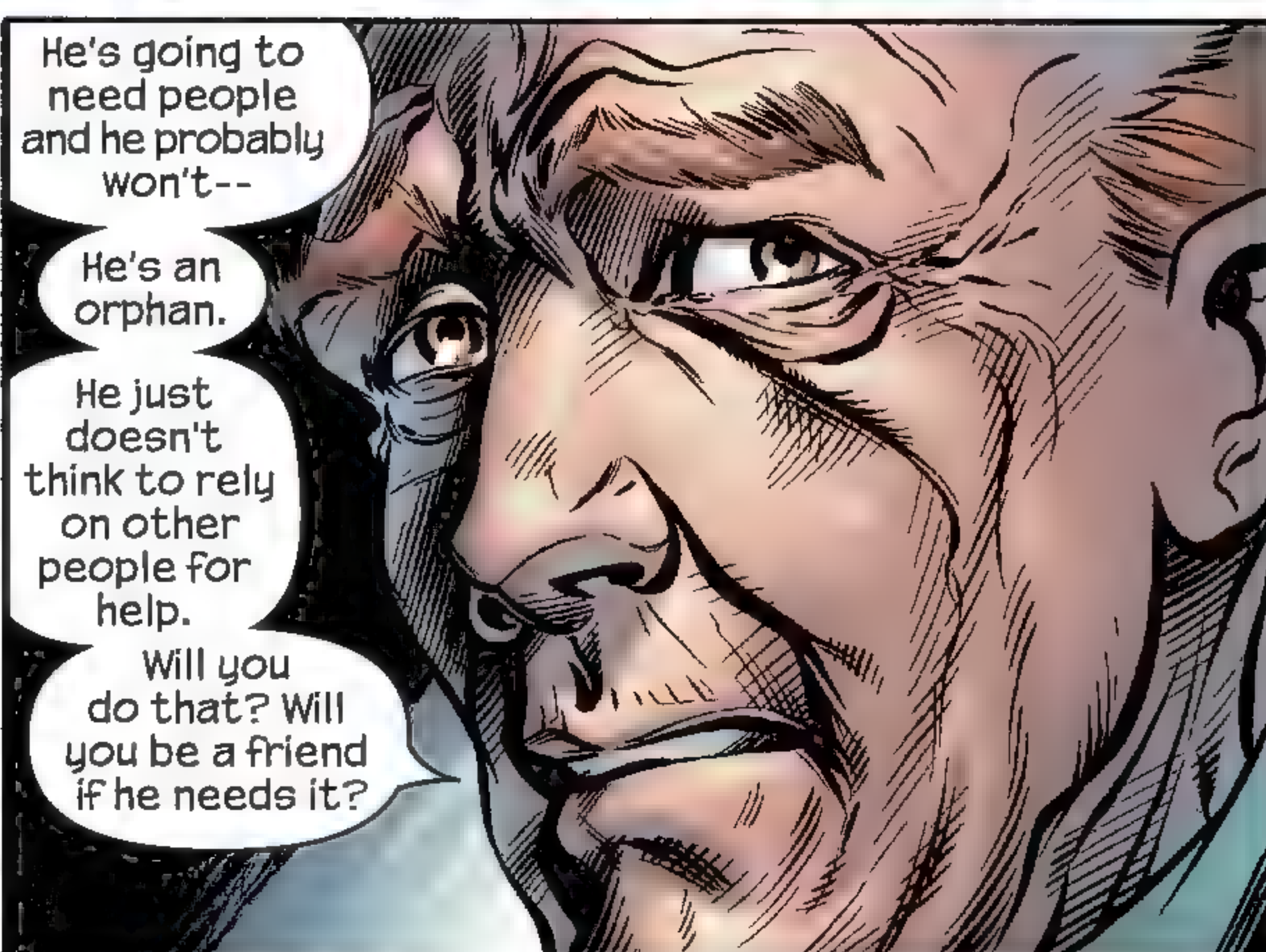
Will
you be his
friend?



Who?

Peter.

He's going
to need friends
after this.

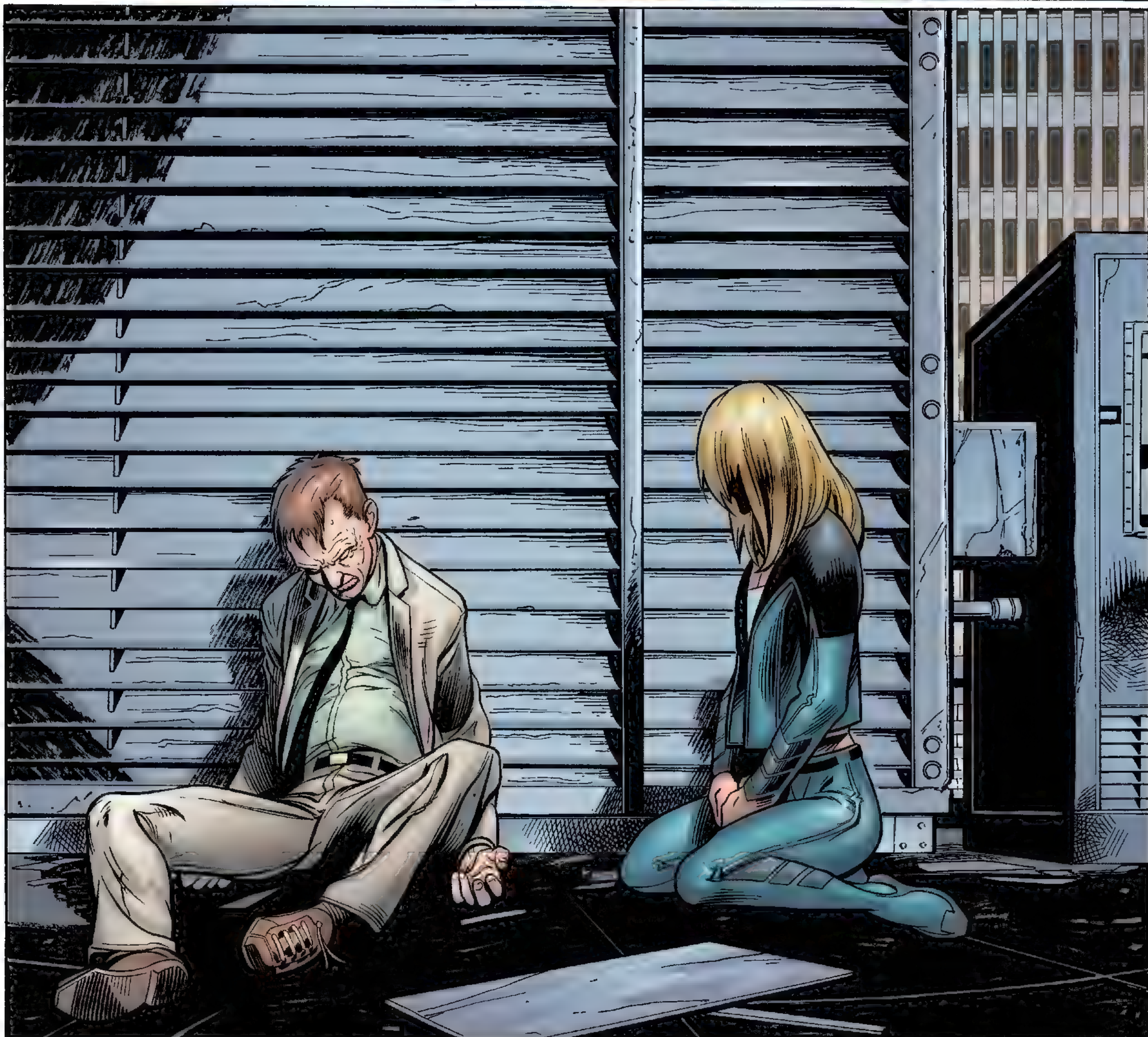
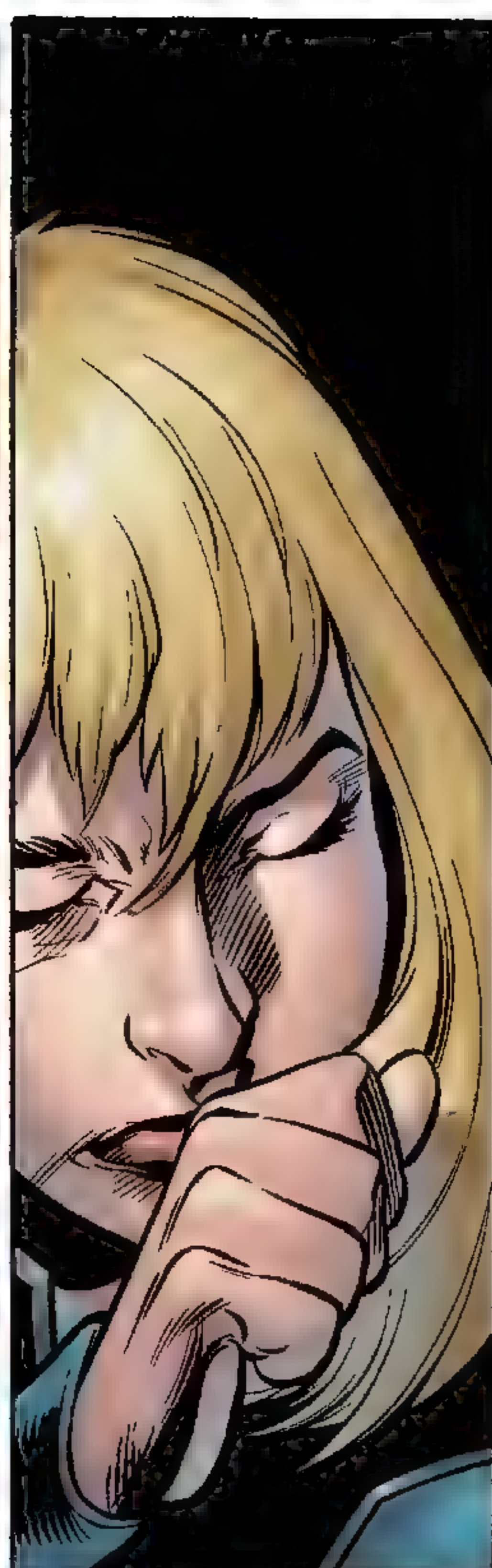
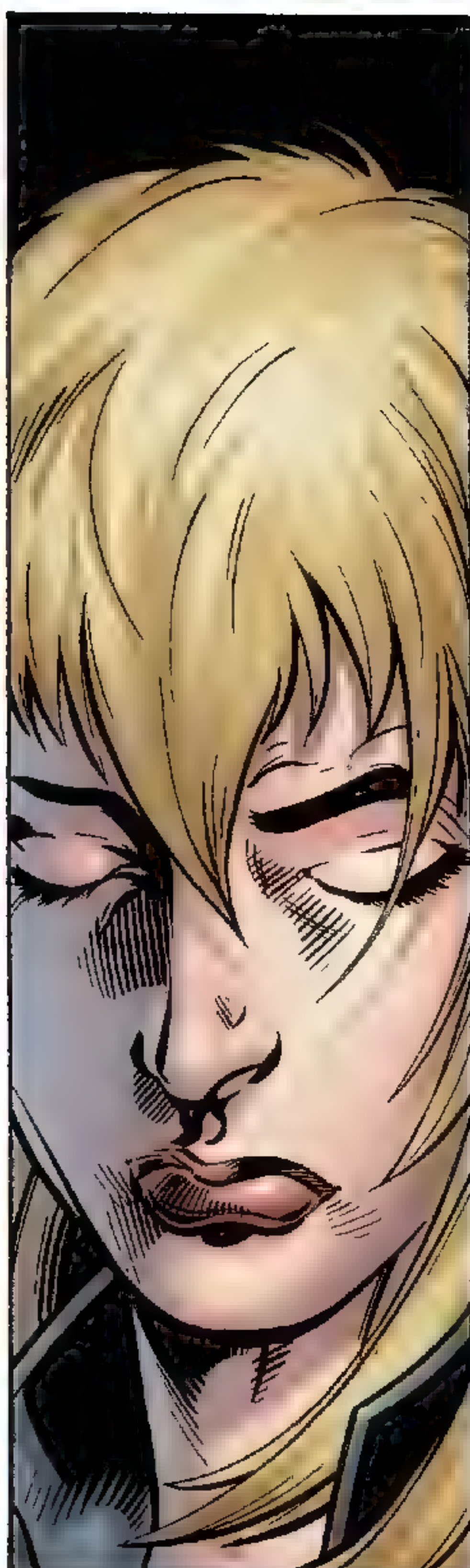
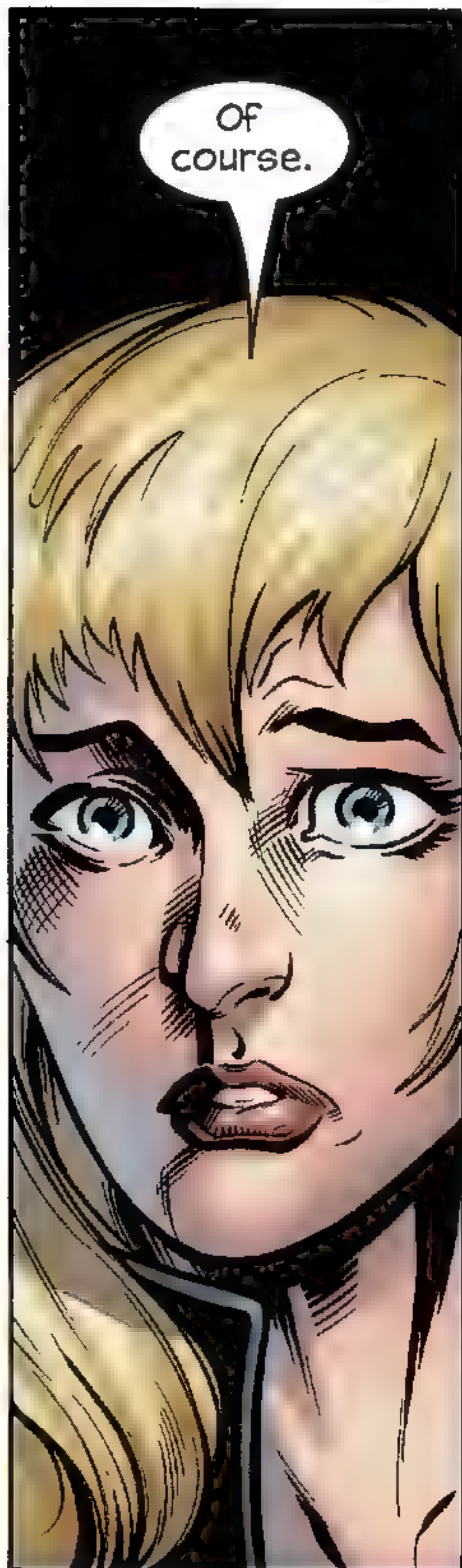


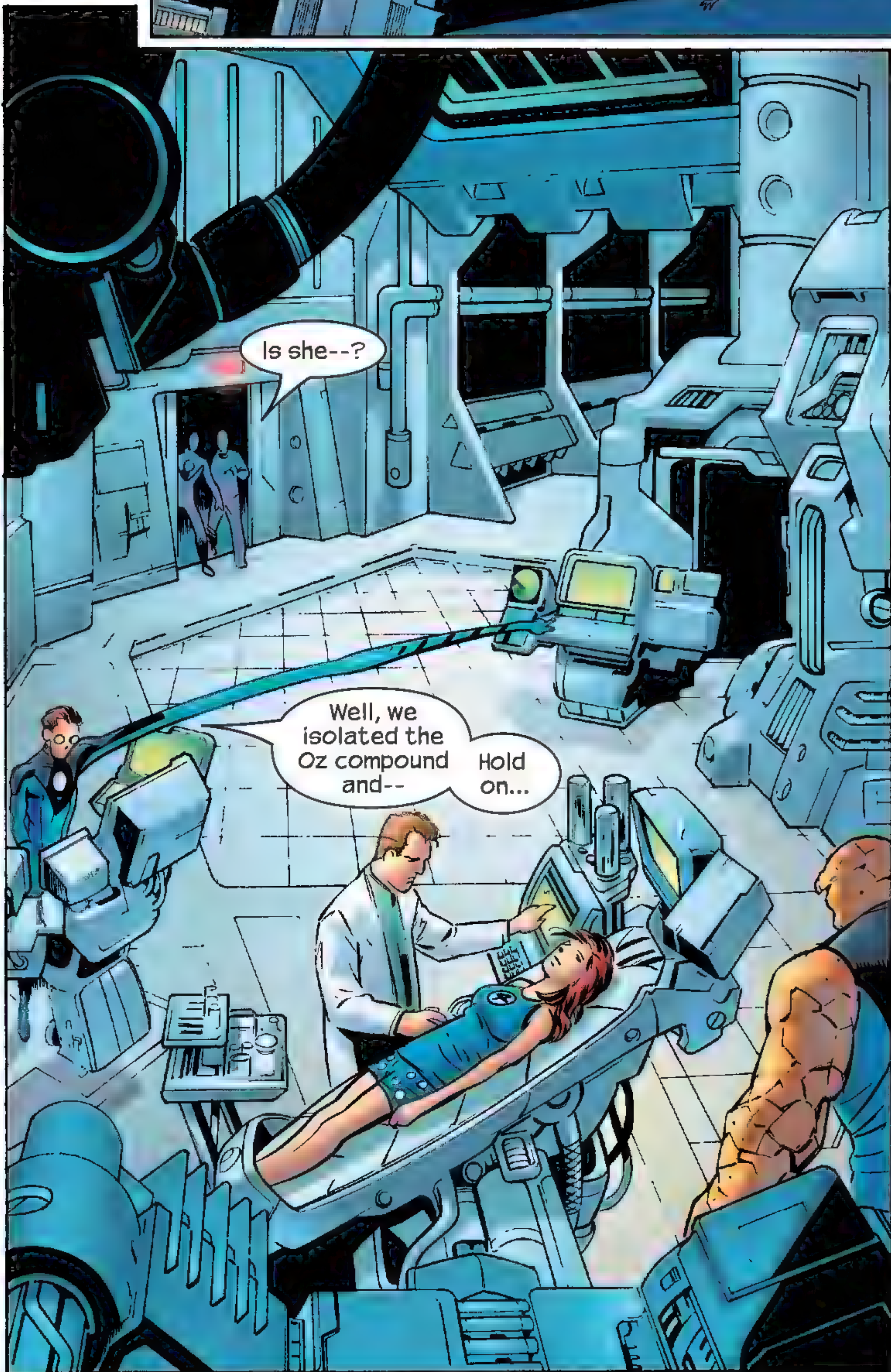
He's going to
need people
and he probably
won't--

He's an
orphan.

He just
doesn't
think to rely
on other
people for
help.

Will you
do that? Will
you be a friend
if he needs it?

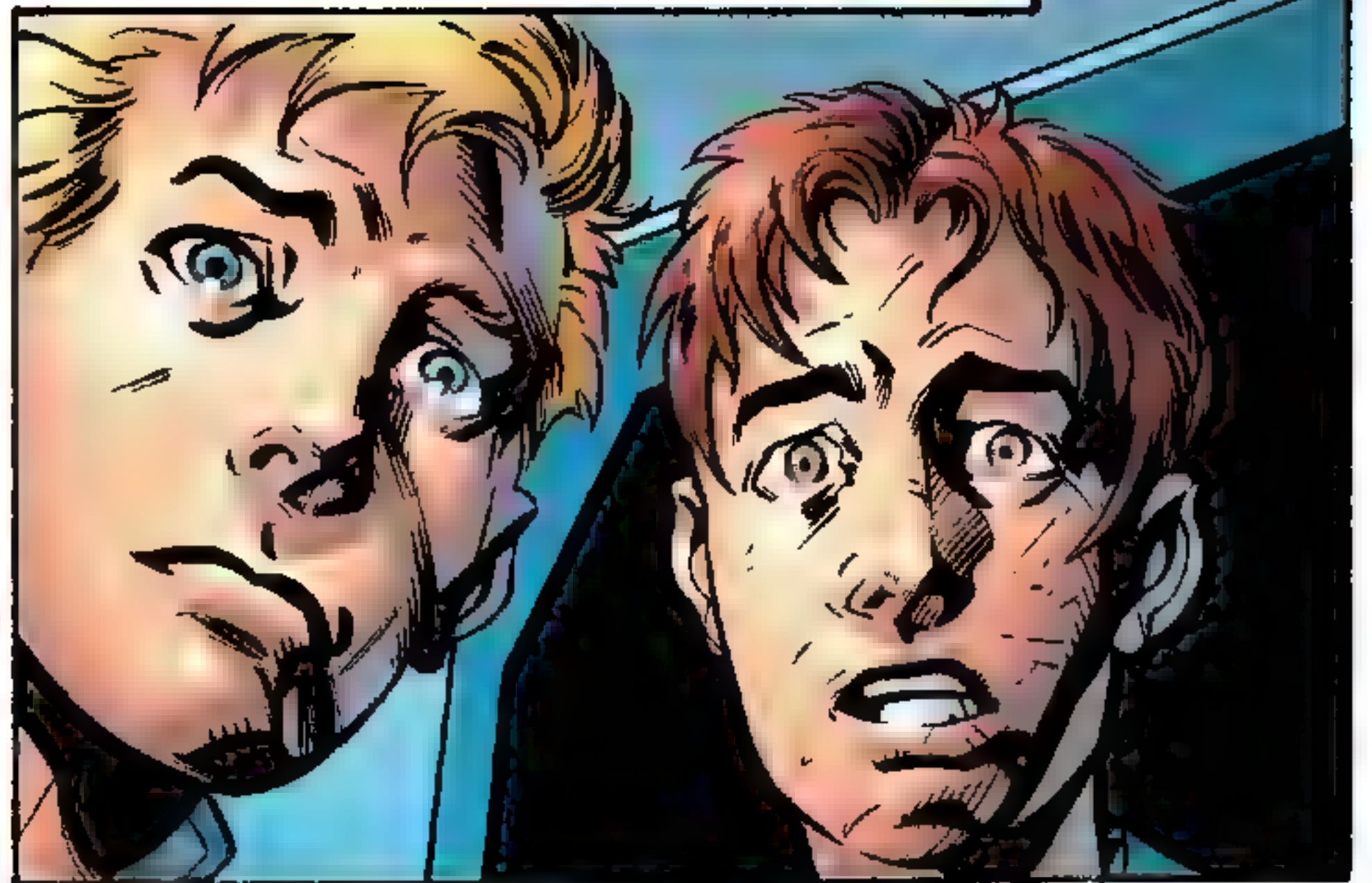




Is she--?

Well, we isolated the Oz compound and--

Hold on...

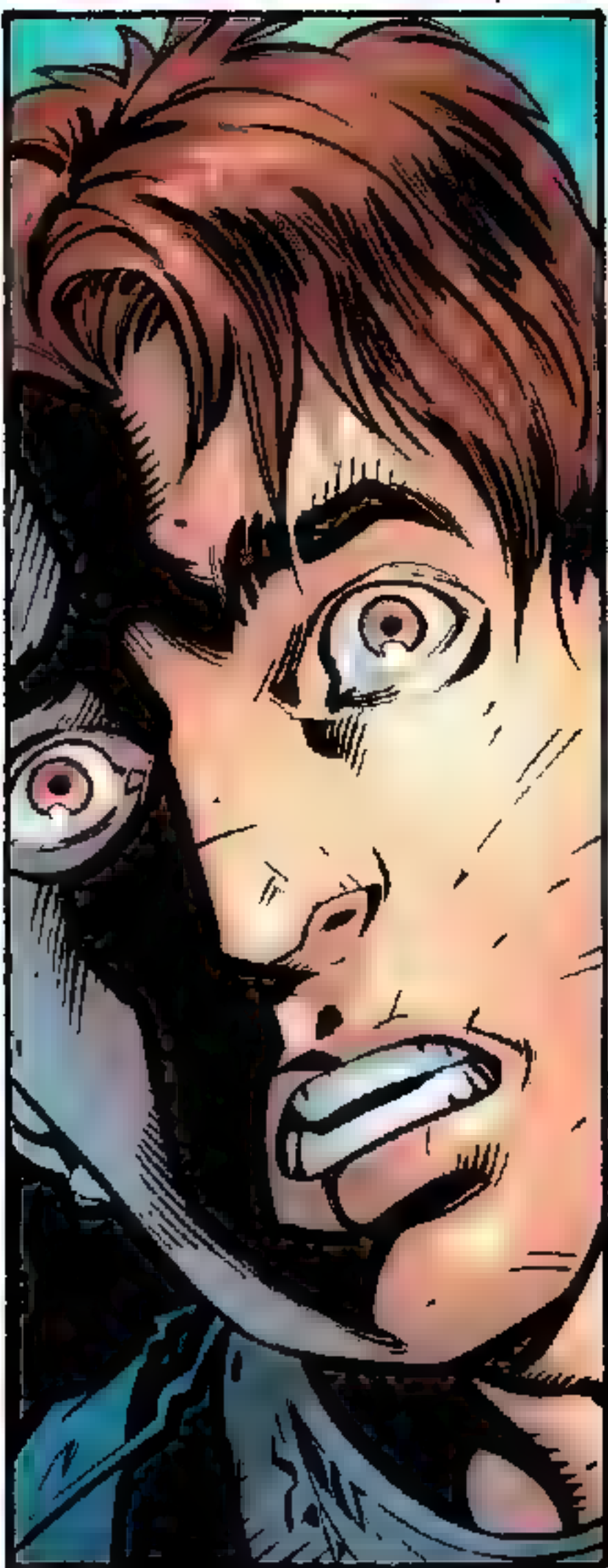


We have a synapse fluctuation!!

Show me the E-cat reading and get me a line to the hospital in case we have to- hold on.

We should get Sue back here.

Hold on!!



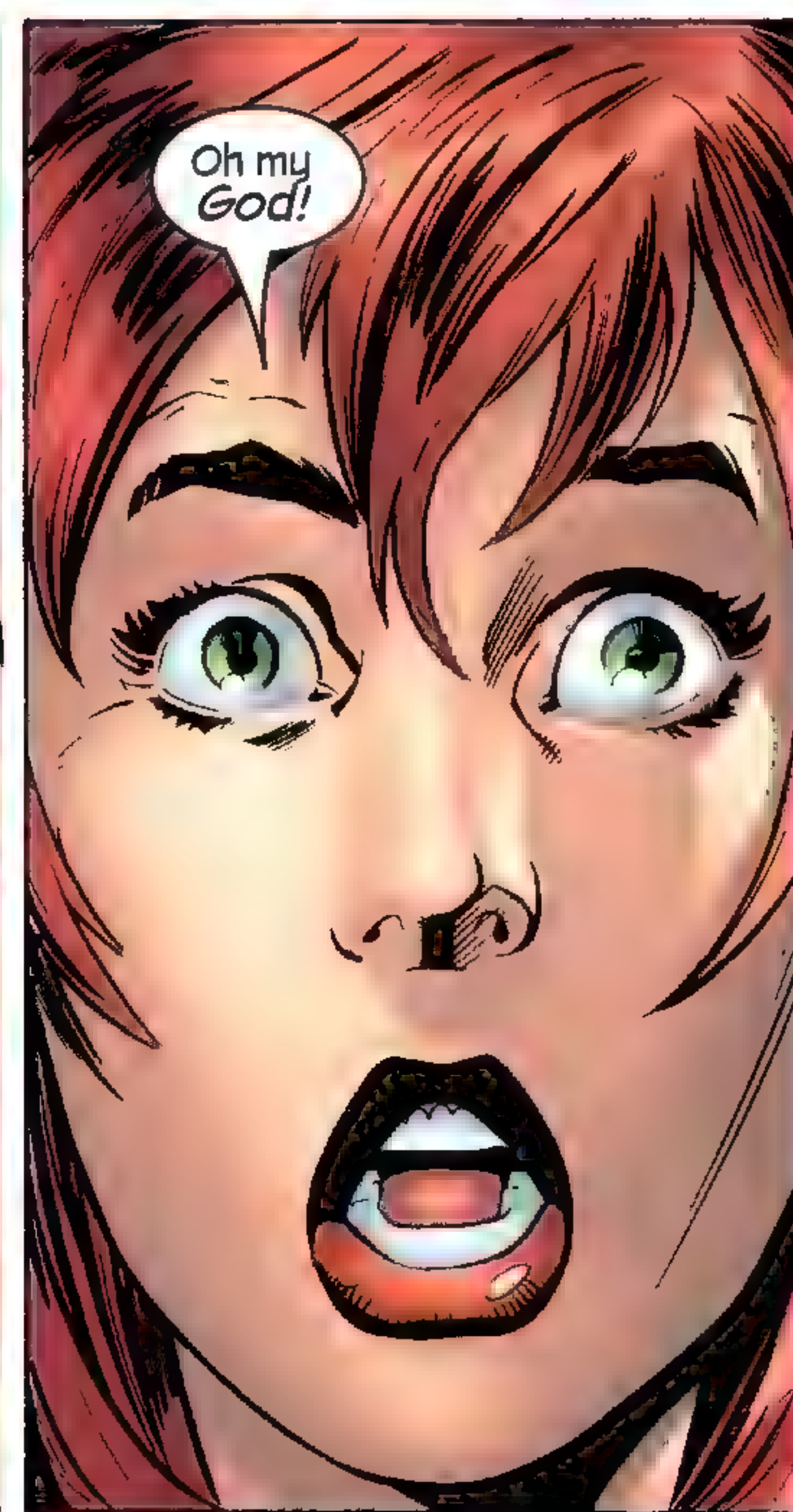
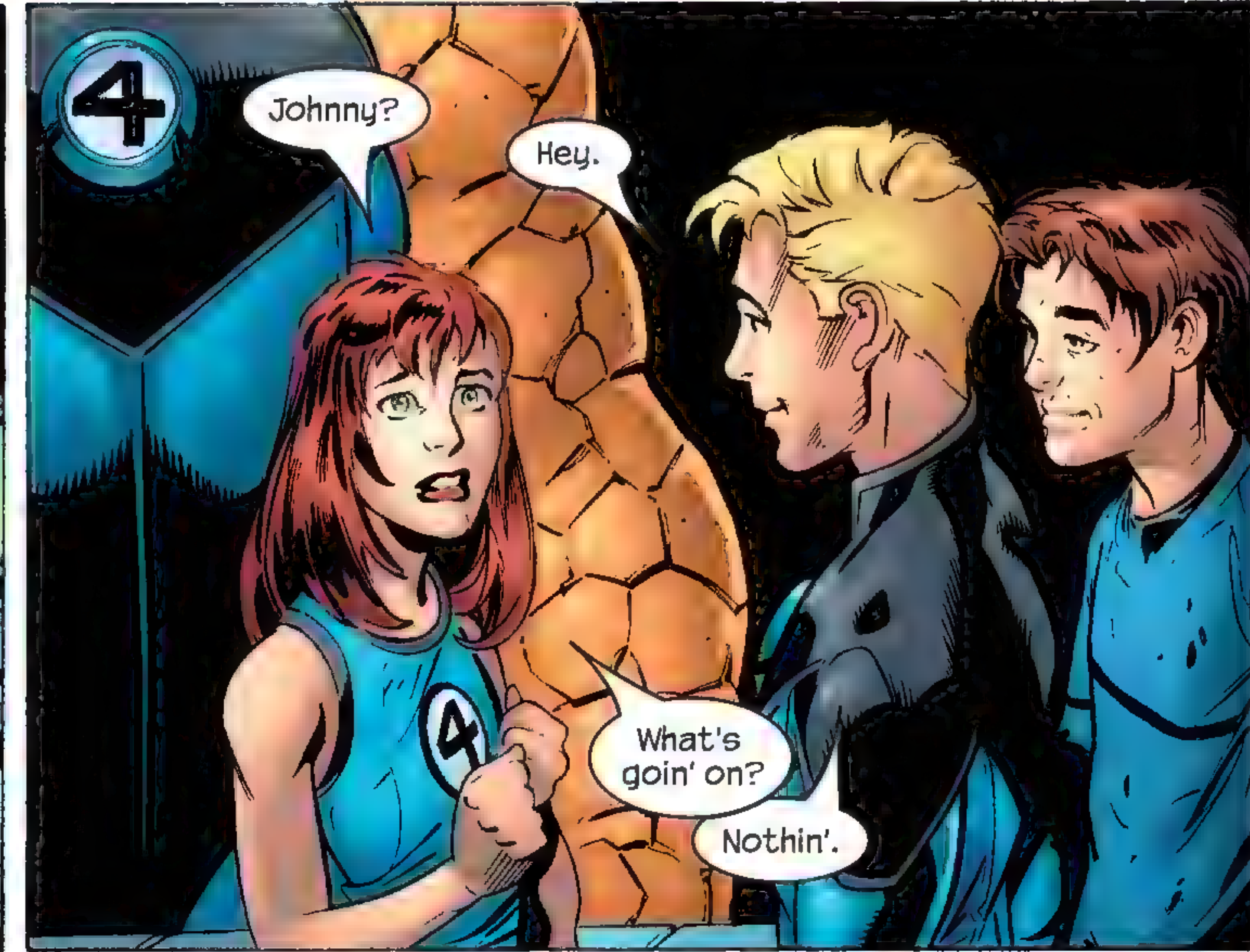
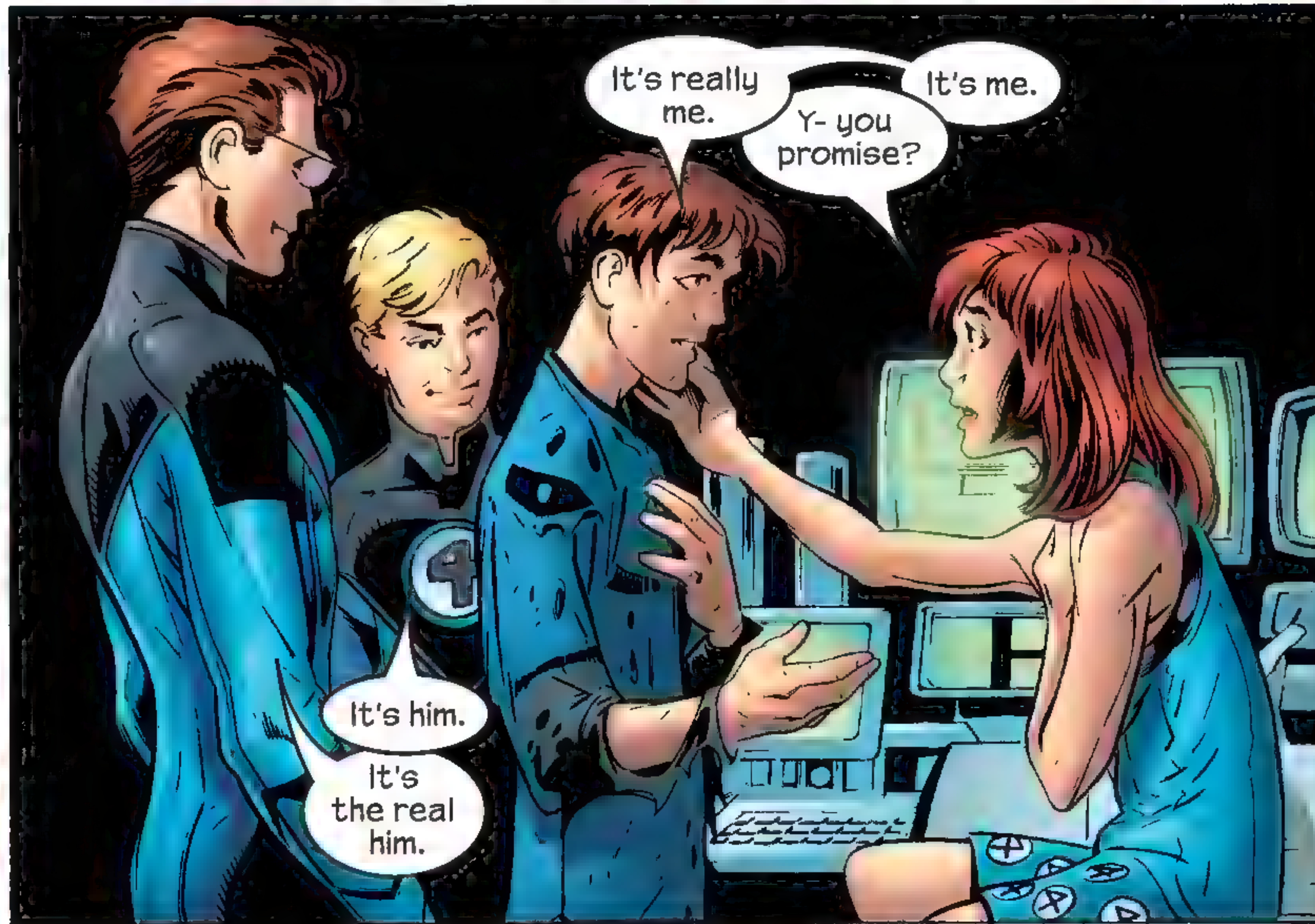
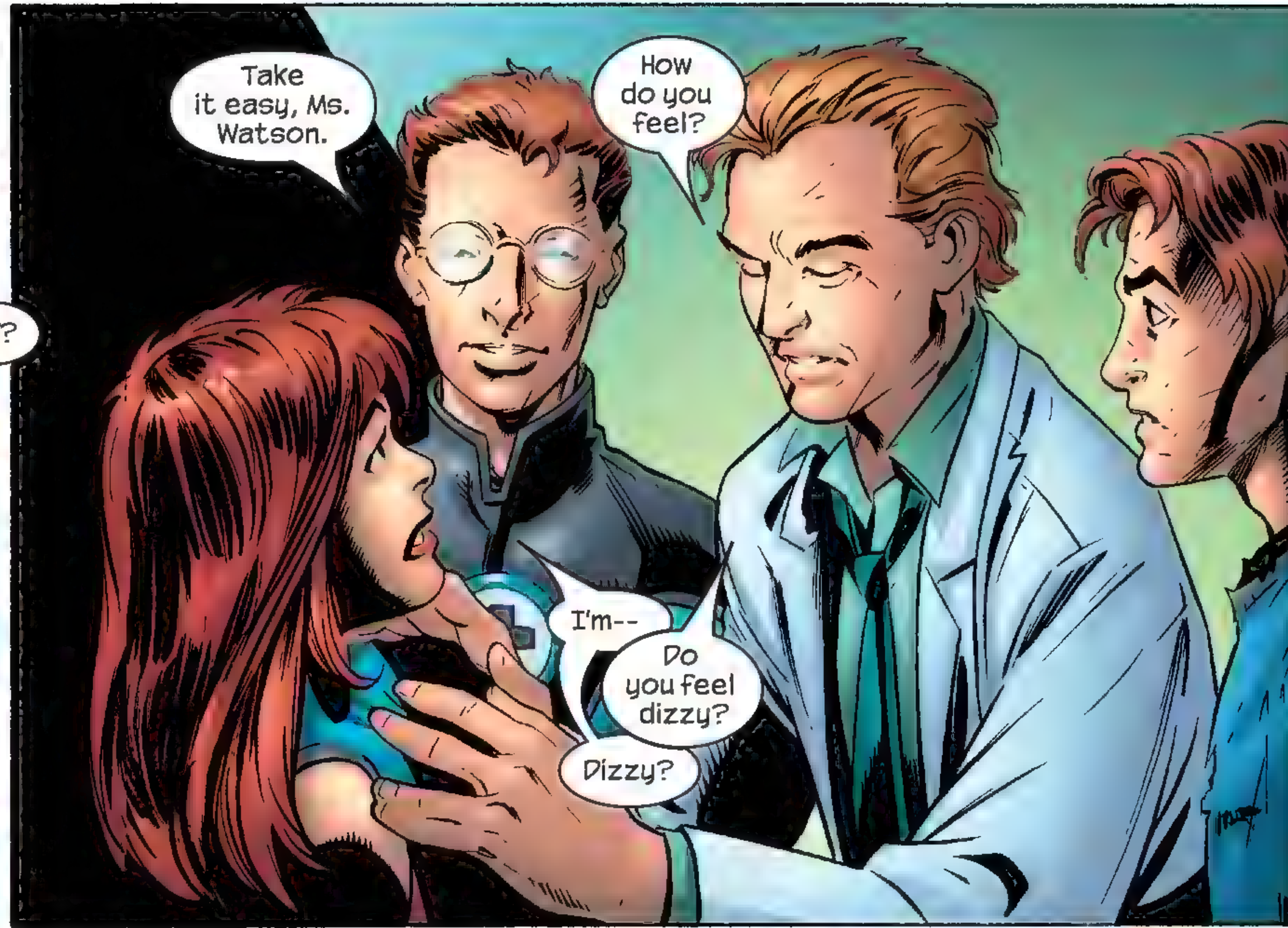
GAAHH!!

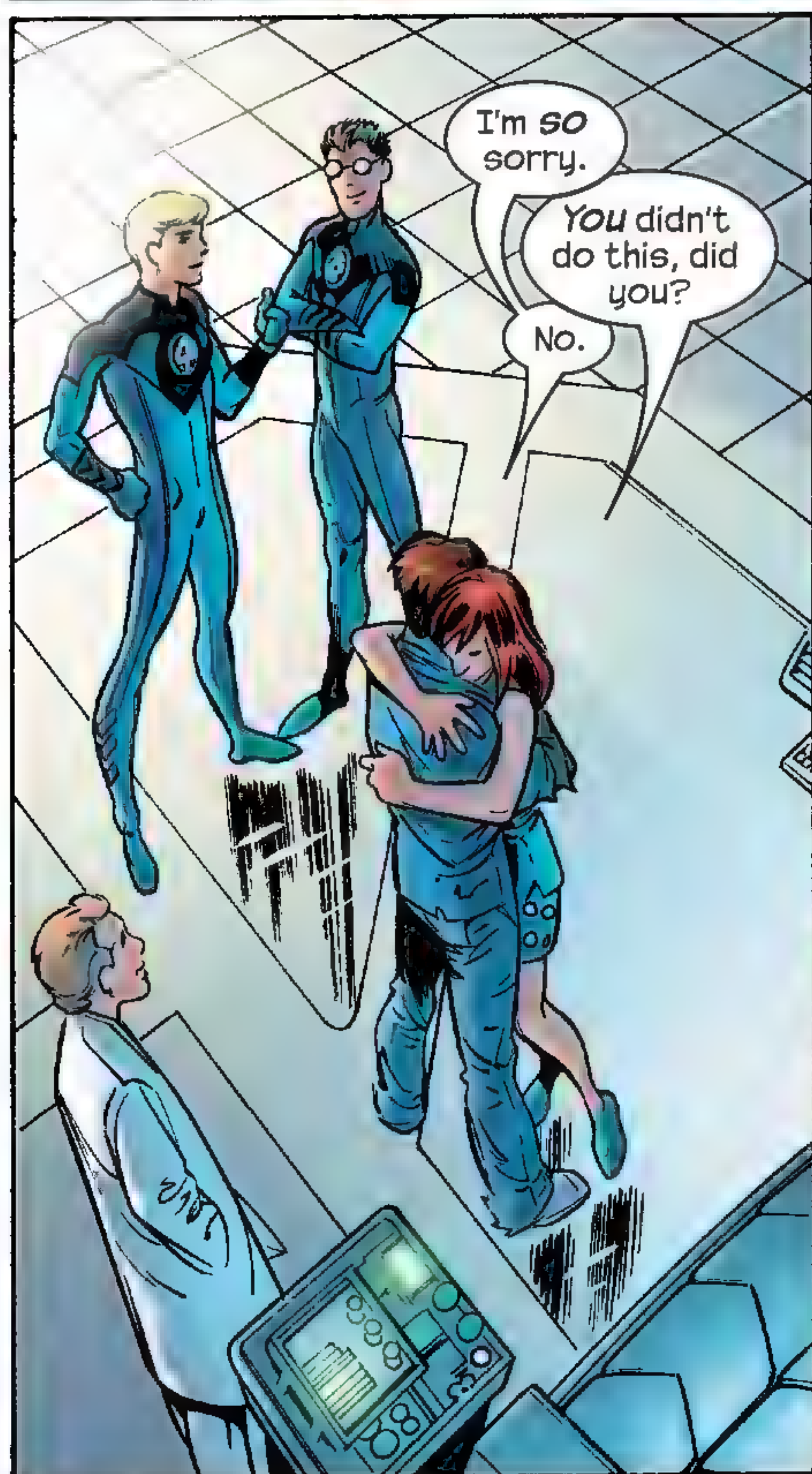


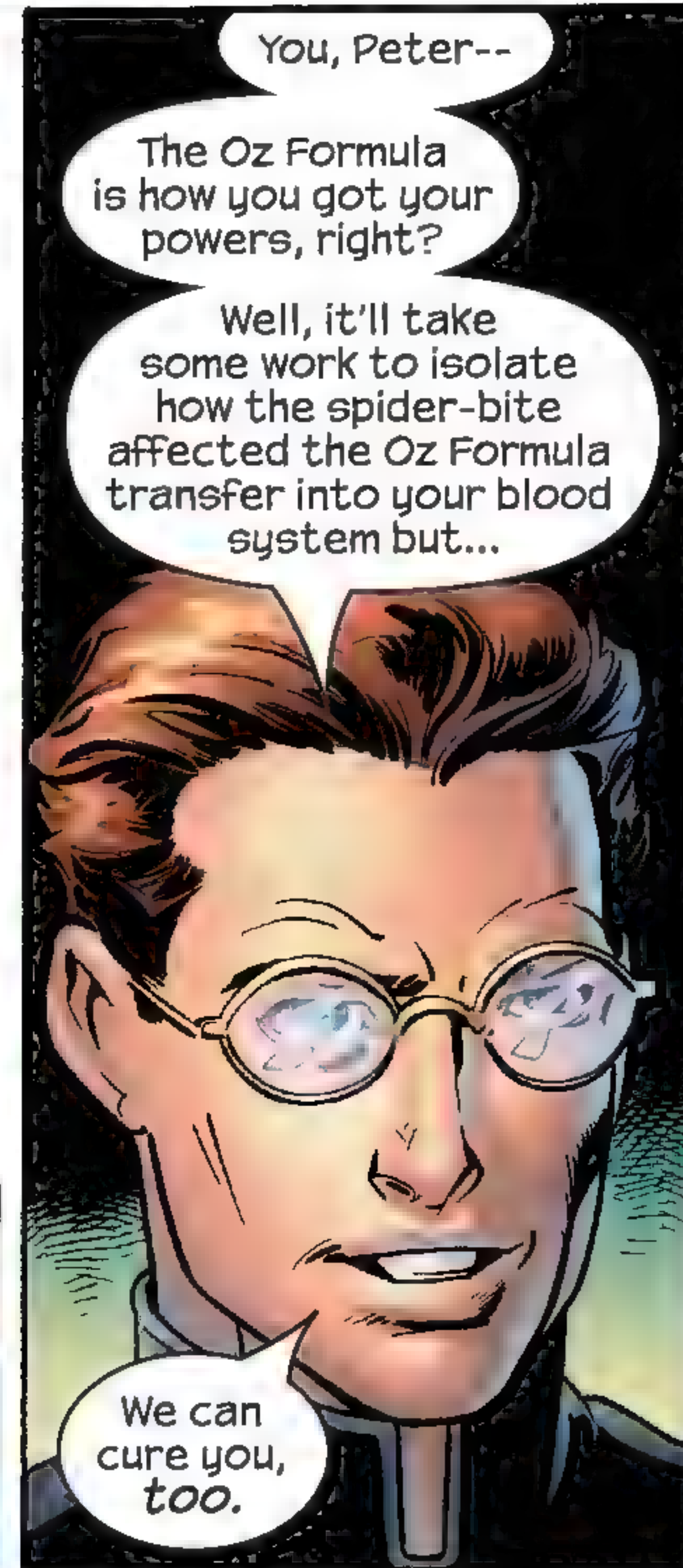
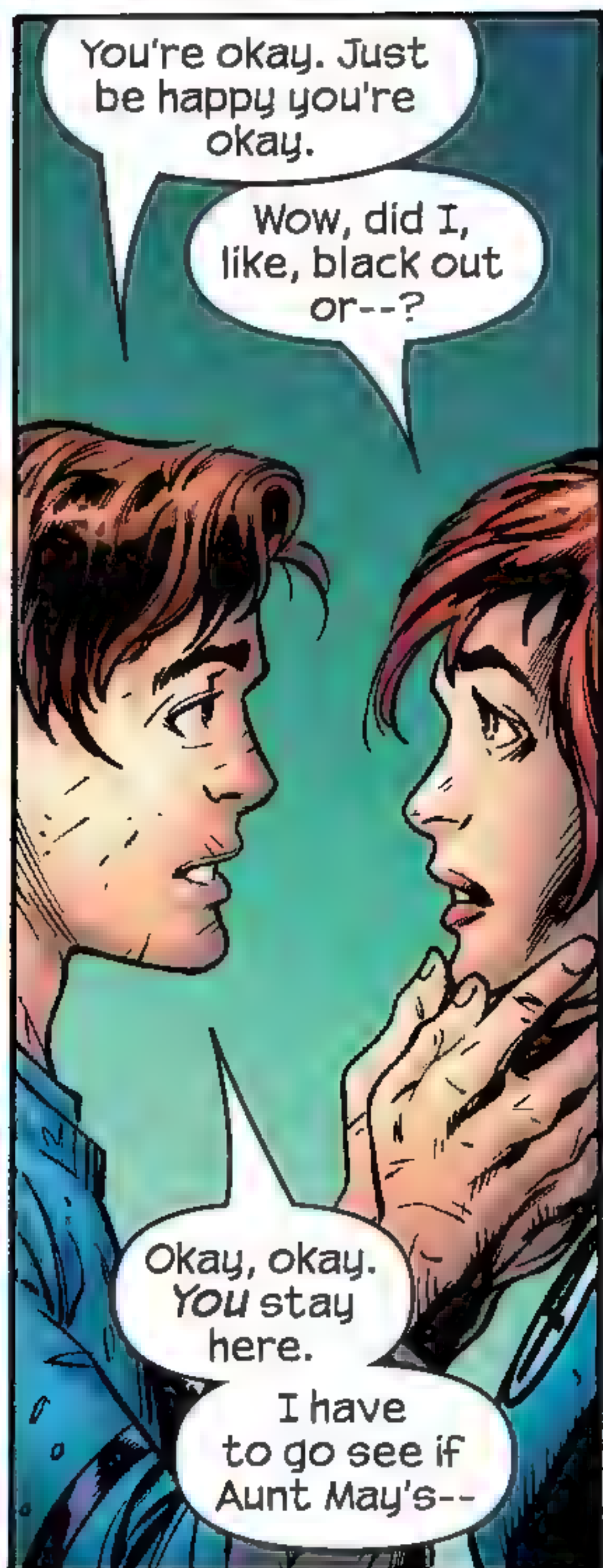
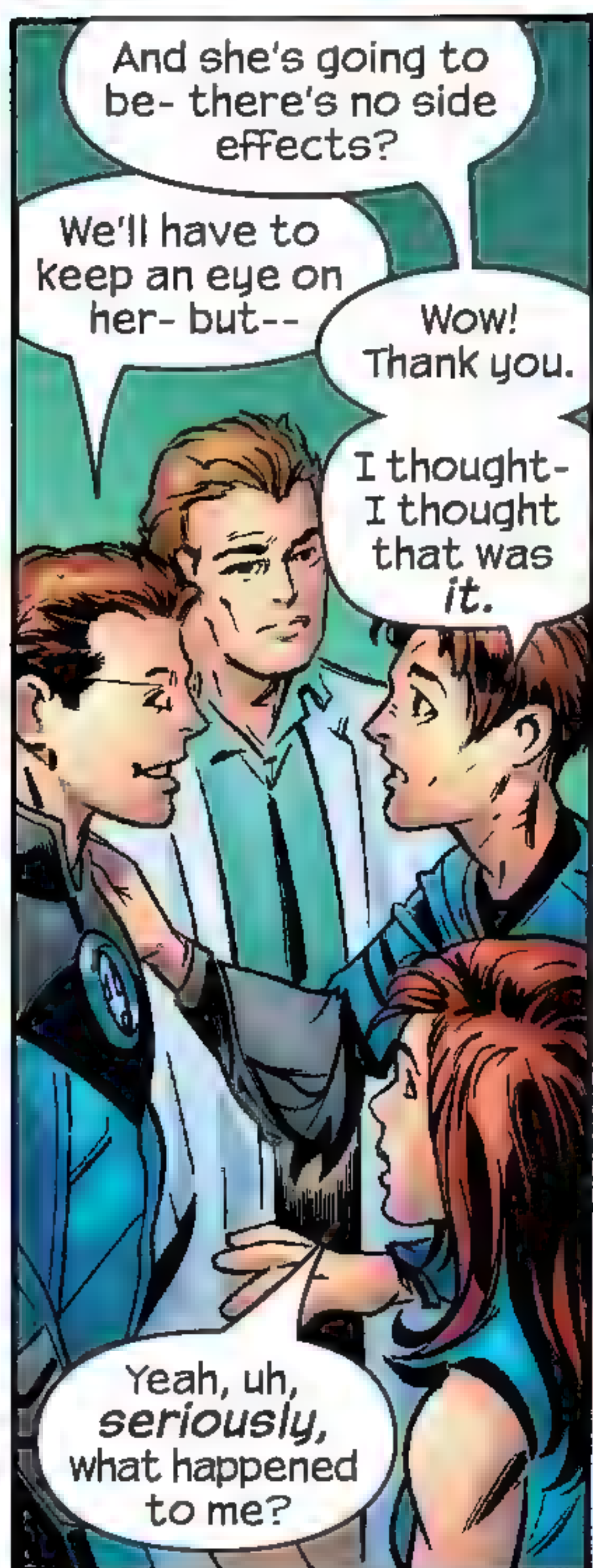
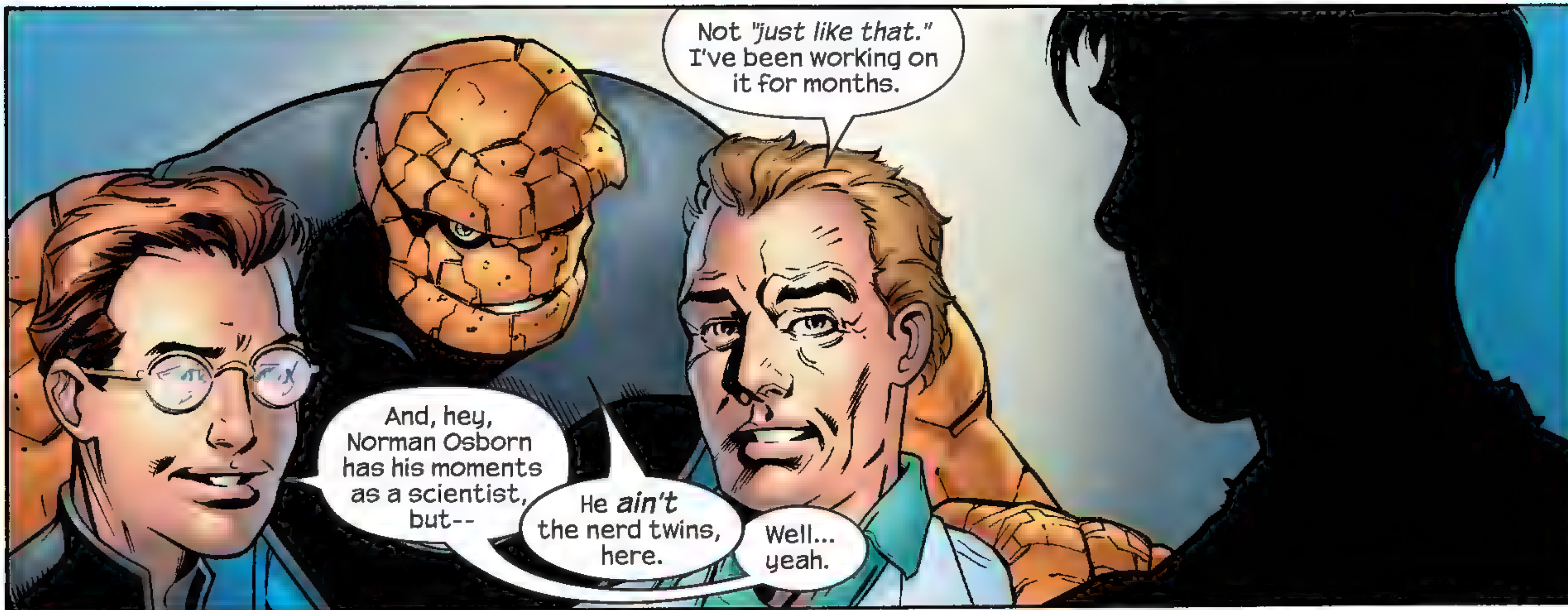
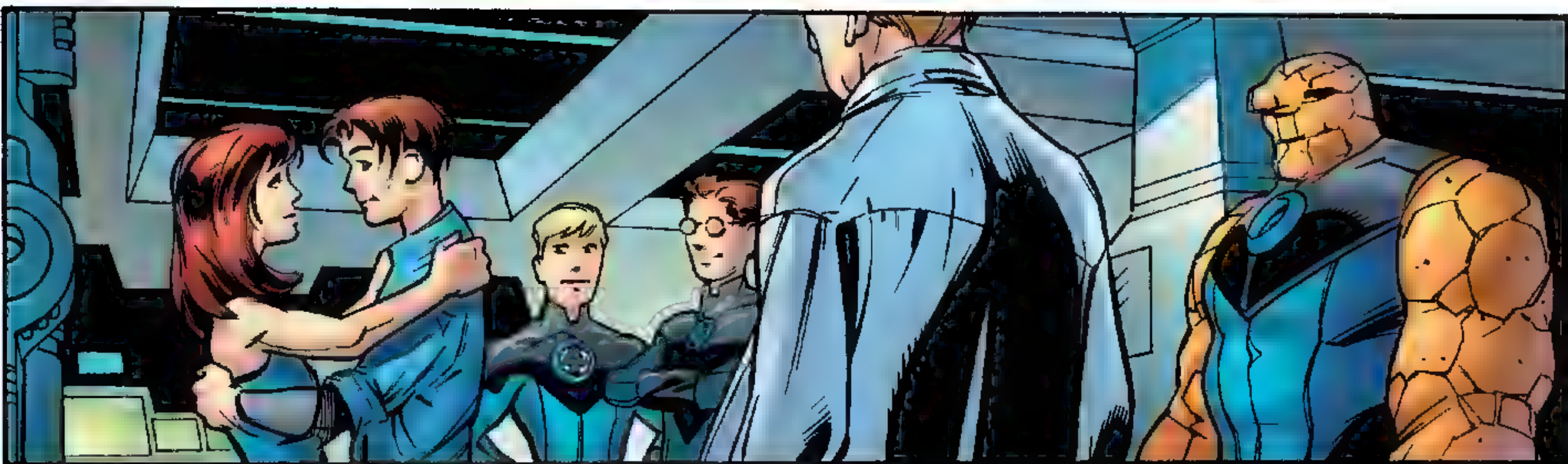
MJ?!!

Let them work.











You don't
have to be
Spider-Man
anymore.

It's your
choice.



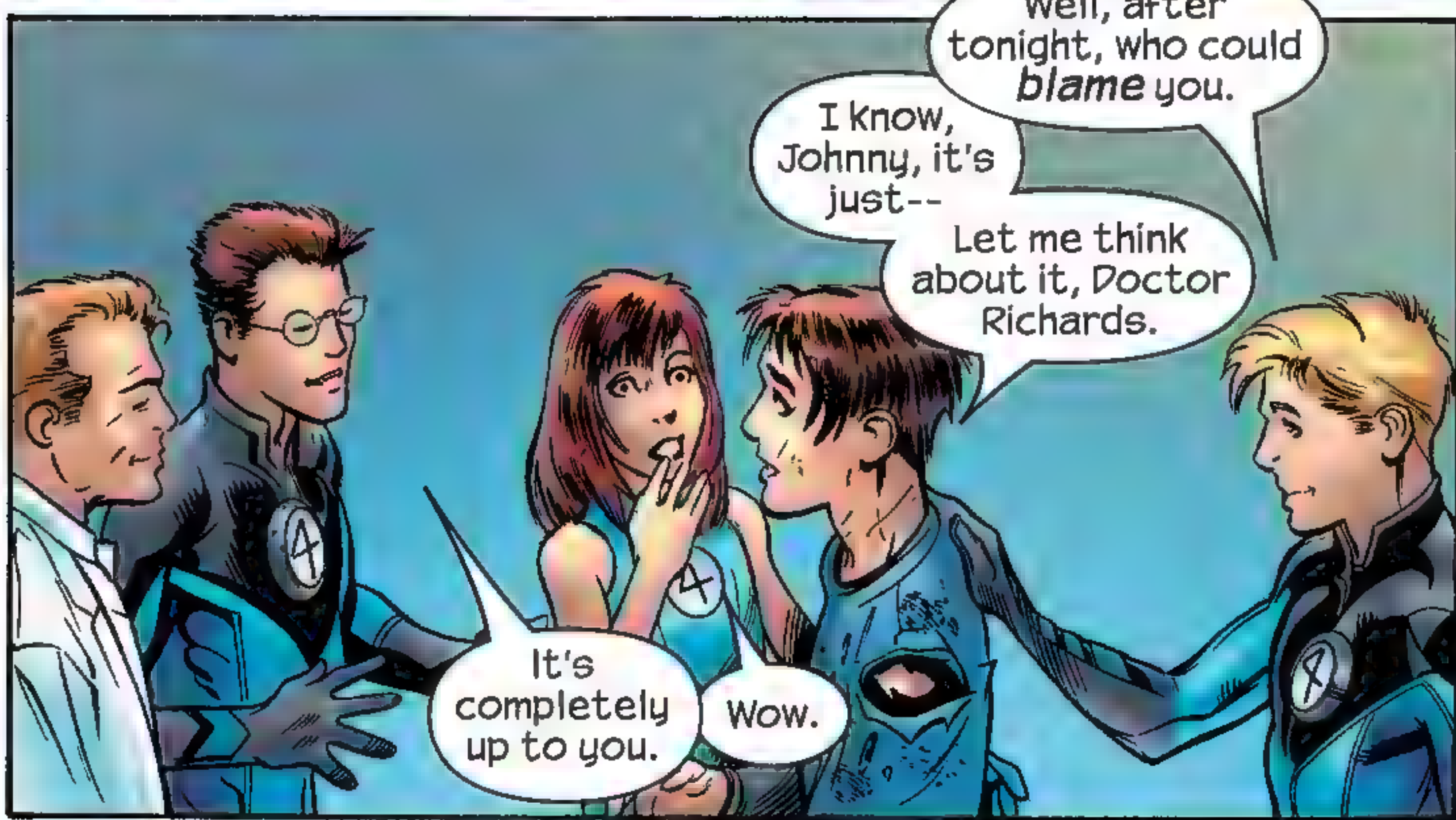


The Baxter Building.
Home of the world famous adventurers the Fantastic Four.

Huh.

Do you want to not be Spider-Man anymore?

I-I don't know, MJ.



Well, after tonight, who could **blame** you.

I know, Johnny, it's just--

Let me think about it, Doctor Richards.

It's completely up to you.

Wow.

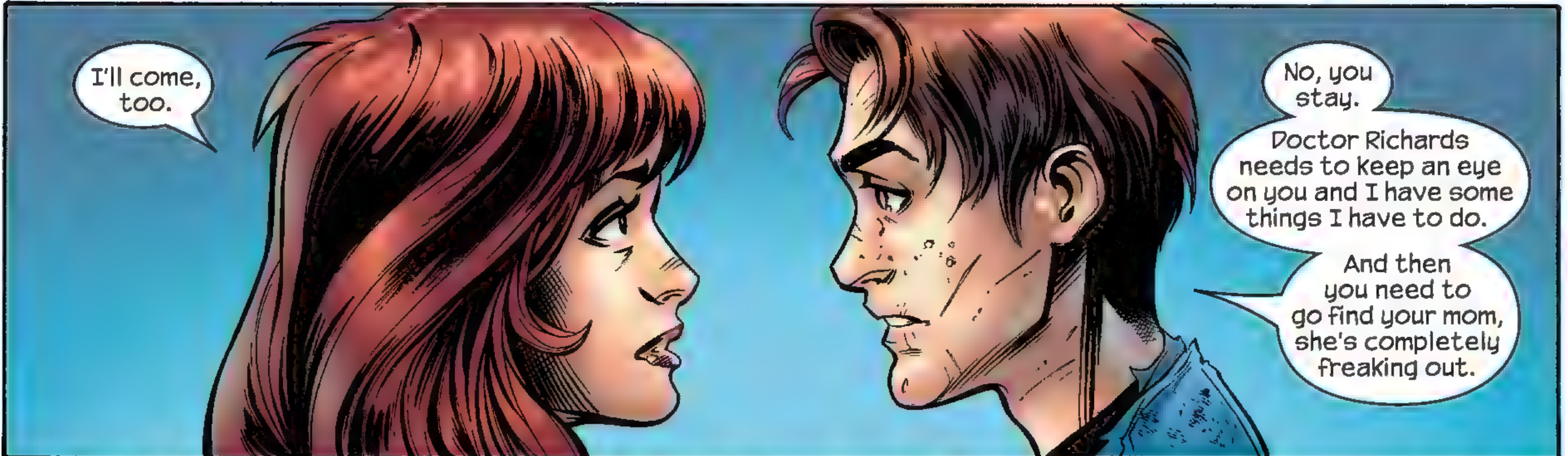


Thank you for saving MJ.

Seriously.

I'll- I'll never be able to thank you enough.

For MJ, for coming to my rescue. But I have to go. My aunt.

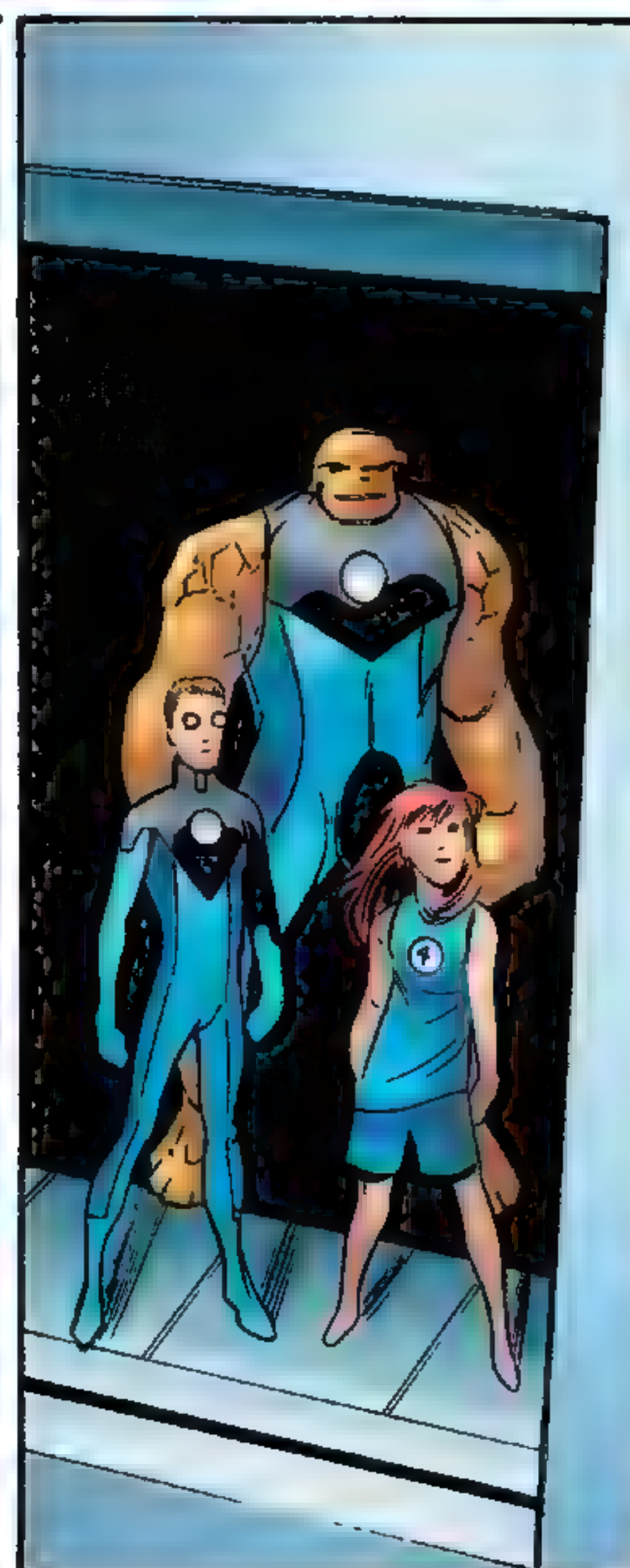
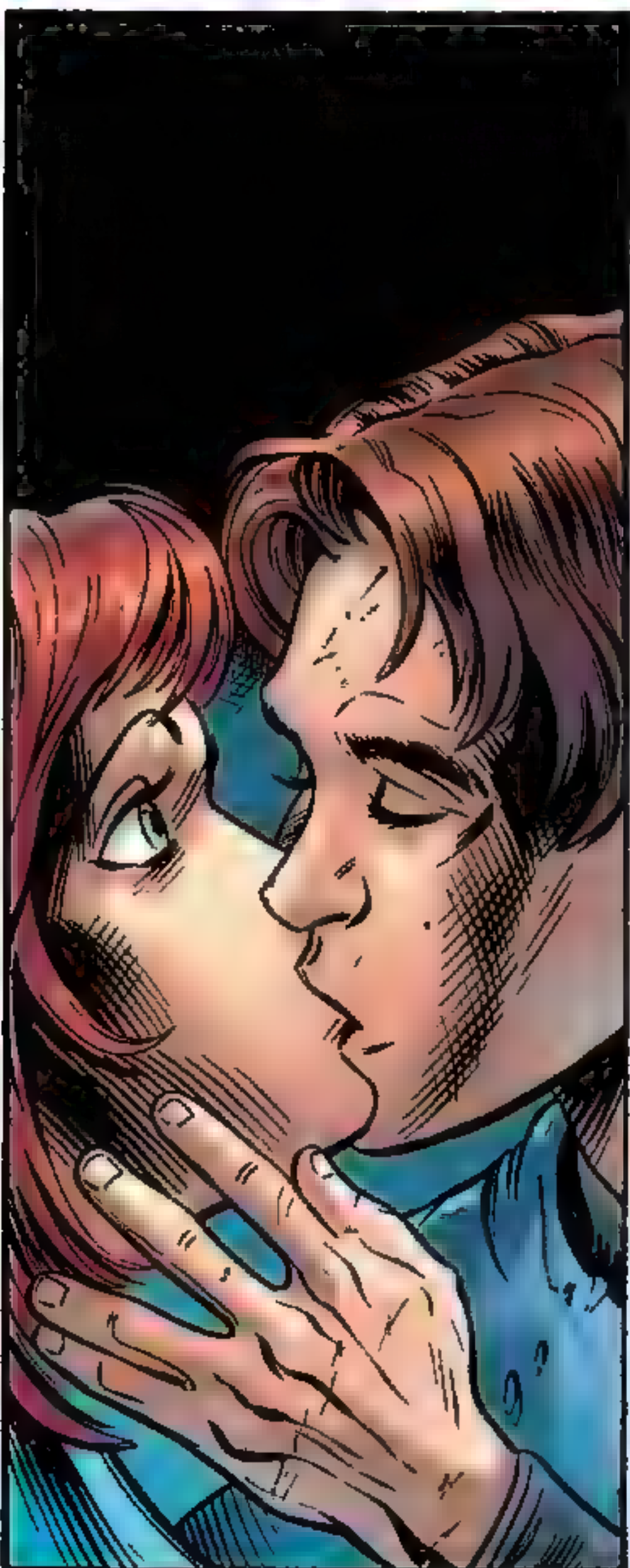


I'll come, too.

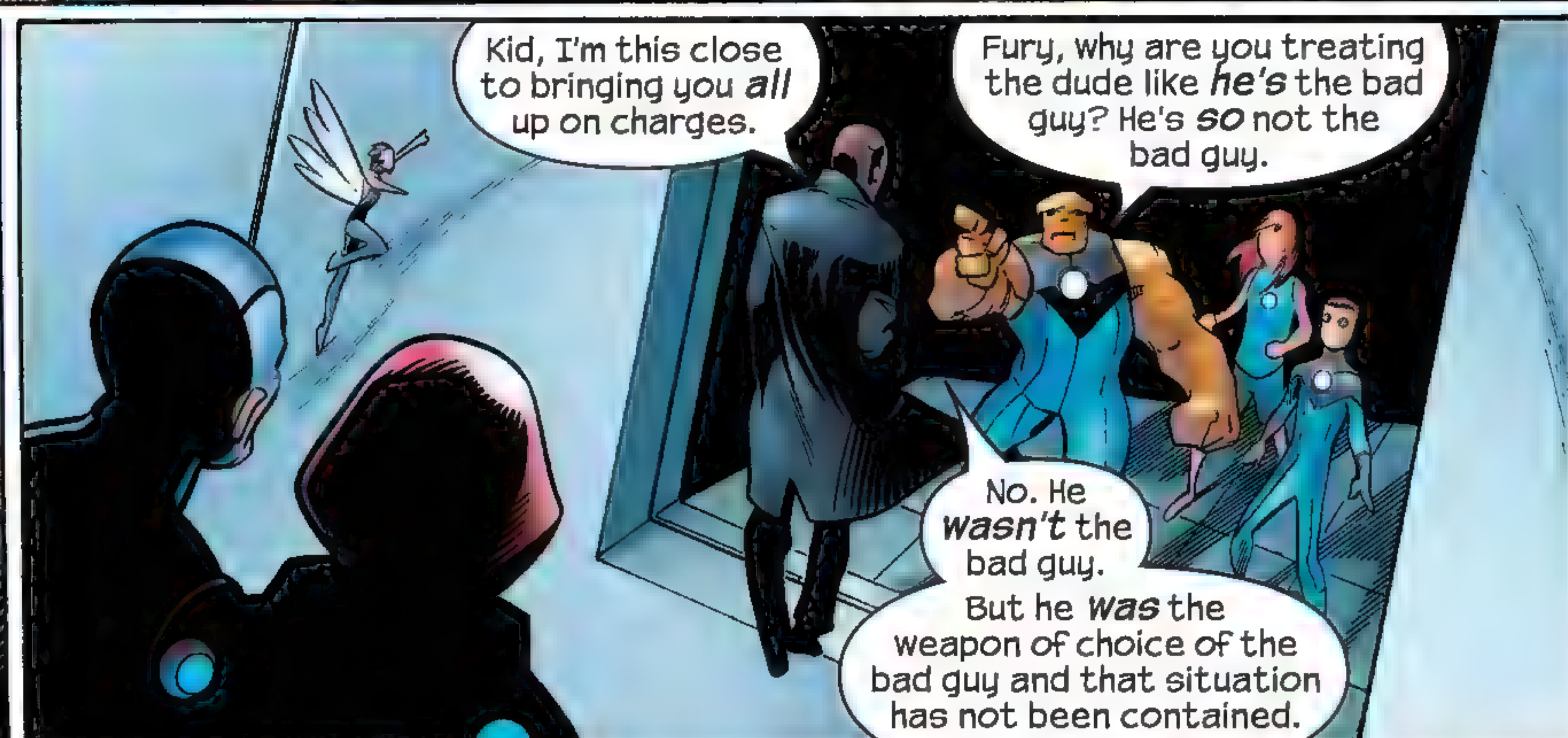
No, you stay.

Doctor Richards needs to keep an eye on you and I have some things I have to do.

And then you need to go find your mom, she's completely freaking out.



Oh my God.





Cyclops, is the Blackbird cloaking device on?

Hell, yes.

I don't see Peter's house...



There...

Oh my God...

A look, Kitty.

That's what you get.

S.H.I.E.L.D. doesn't want the X-Men in this.



We have to find Peter.

I'm picking up some random thoughts from the S.H.I.E.L.D. agents down there...

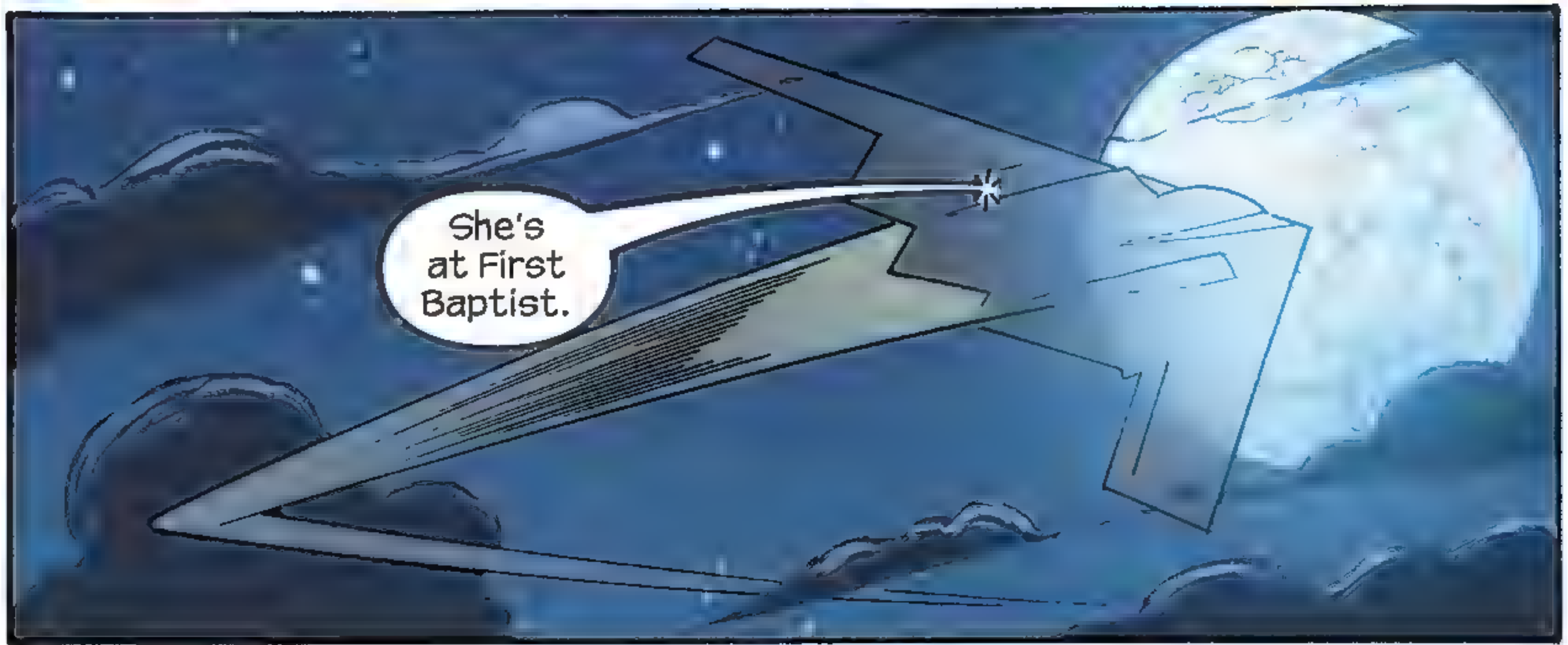
Oh.

What?

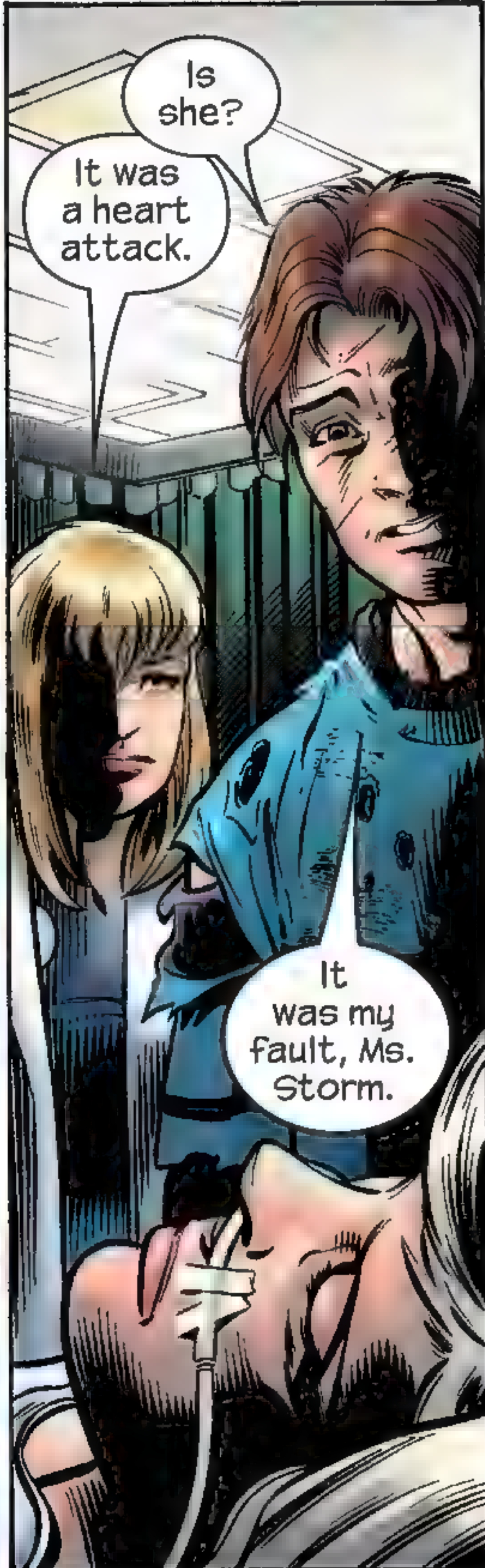
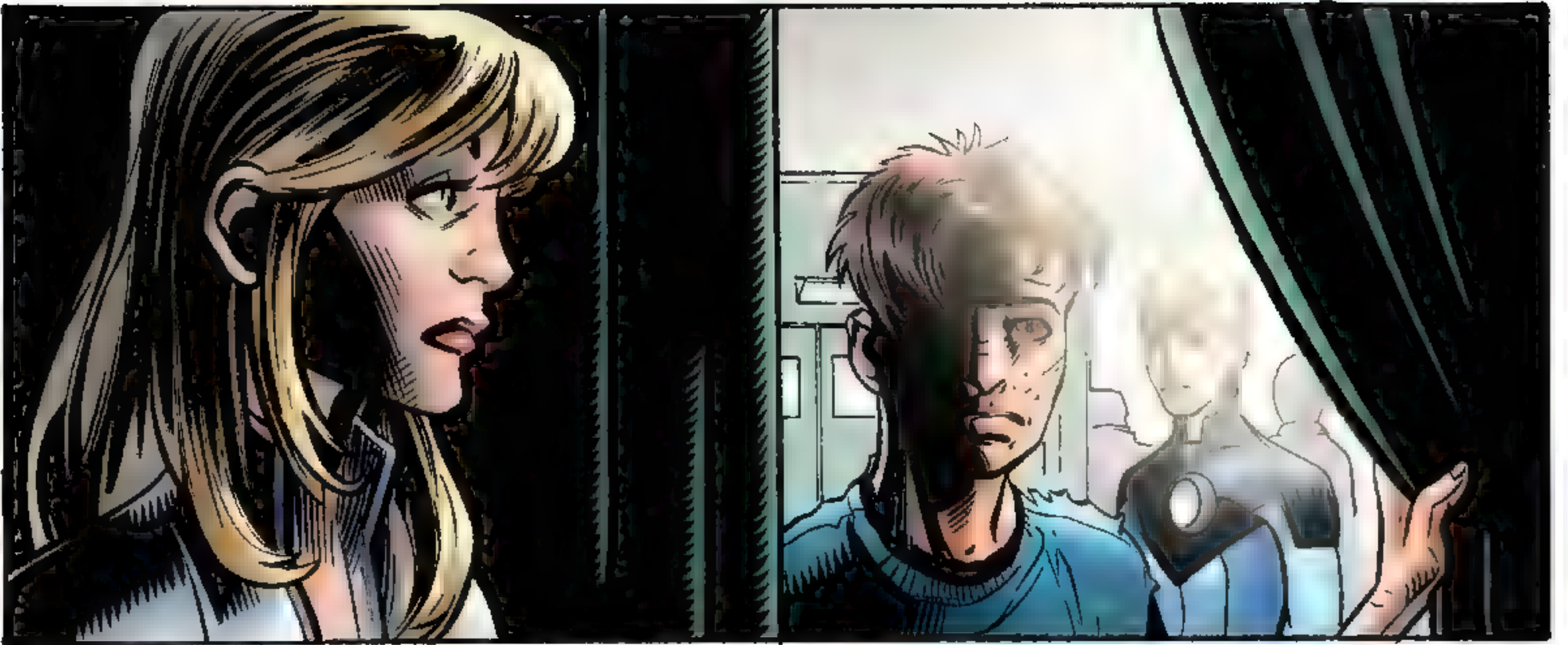
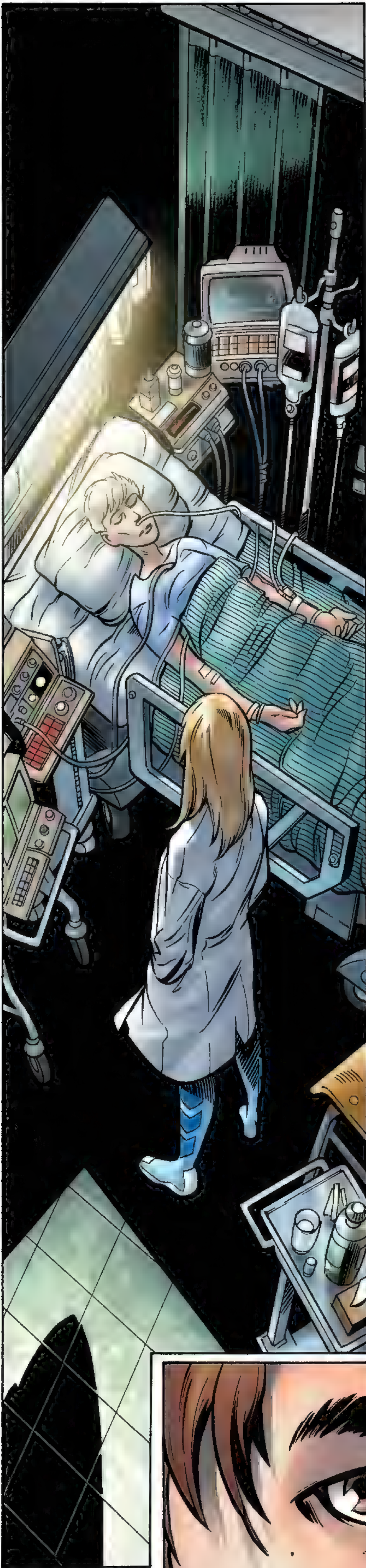
His aunt had a heart attack.



Oh my God!



She's at First Baptist.



Is she?
It was a heart attack.

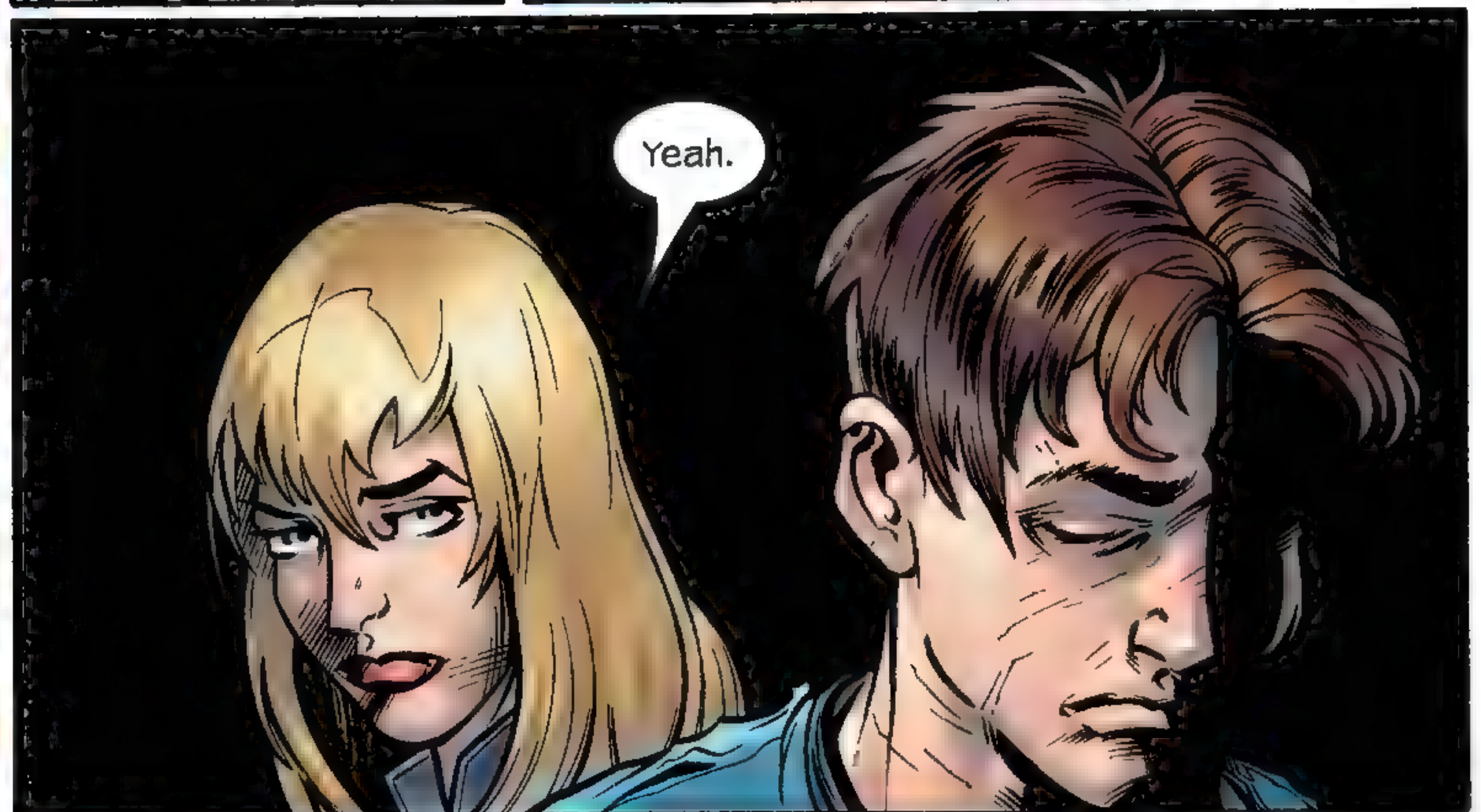
It was my fault, Ms. Storm.



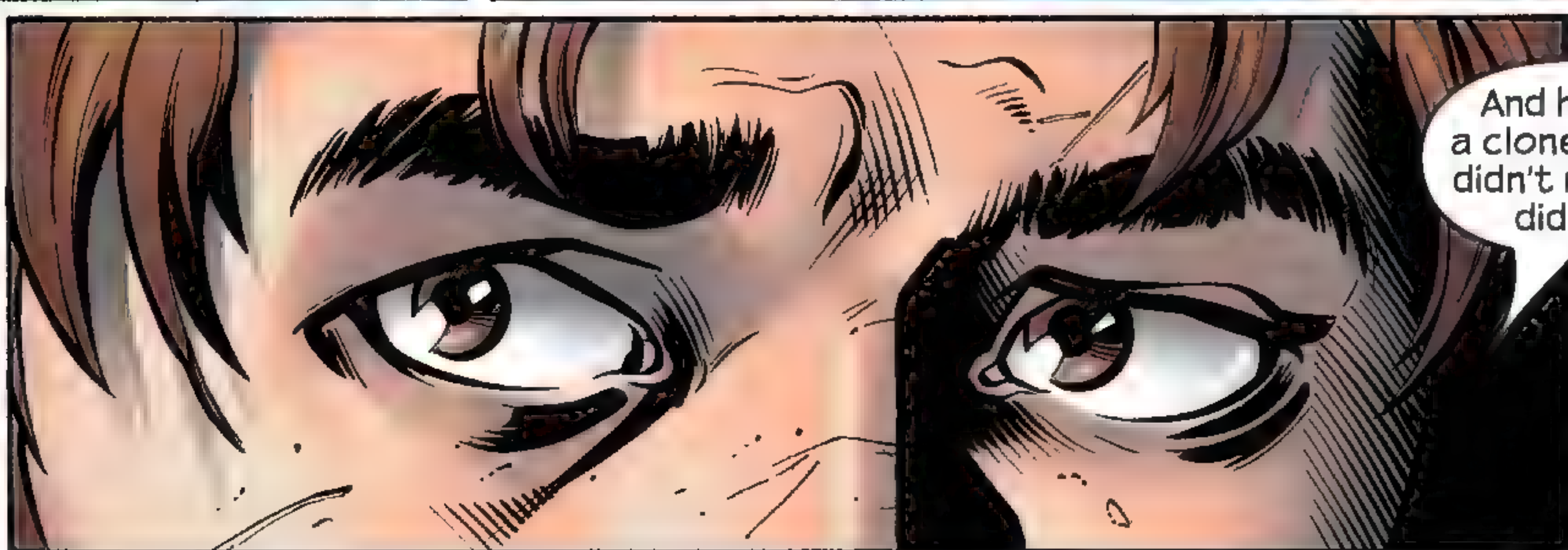
I don't see how that could be.
Can I tell you something that- that--
(Well, there's no easy way to say *this*.)



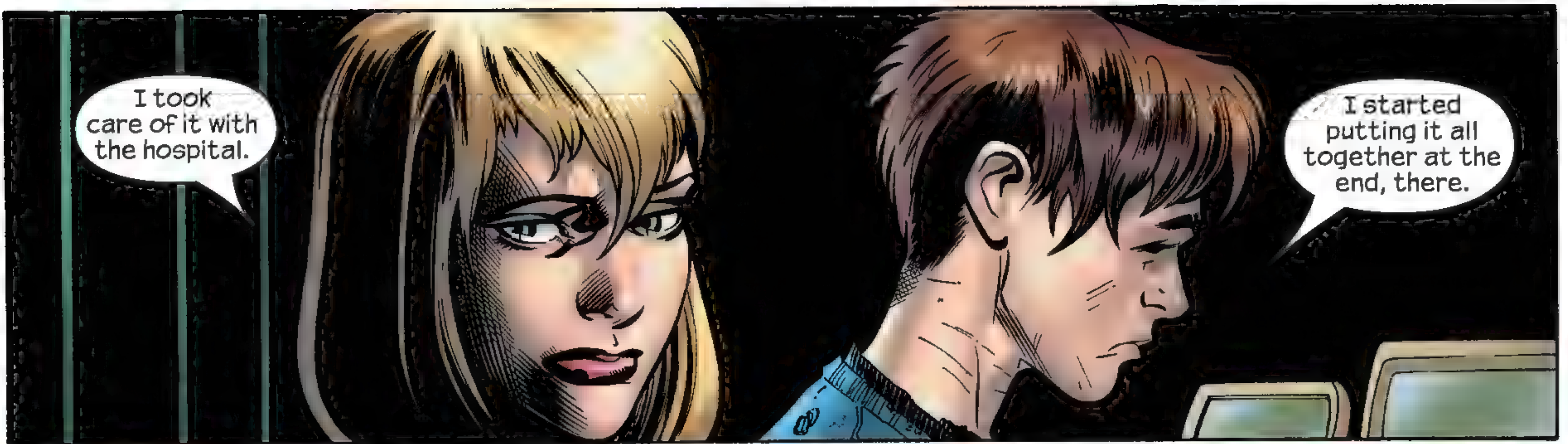
That that guy wasn't my father.



Yeah.



And he was a clone and he didn't make it, did he?

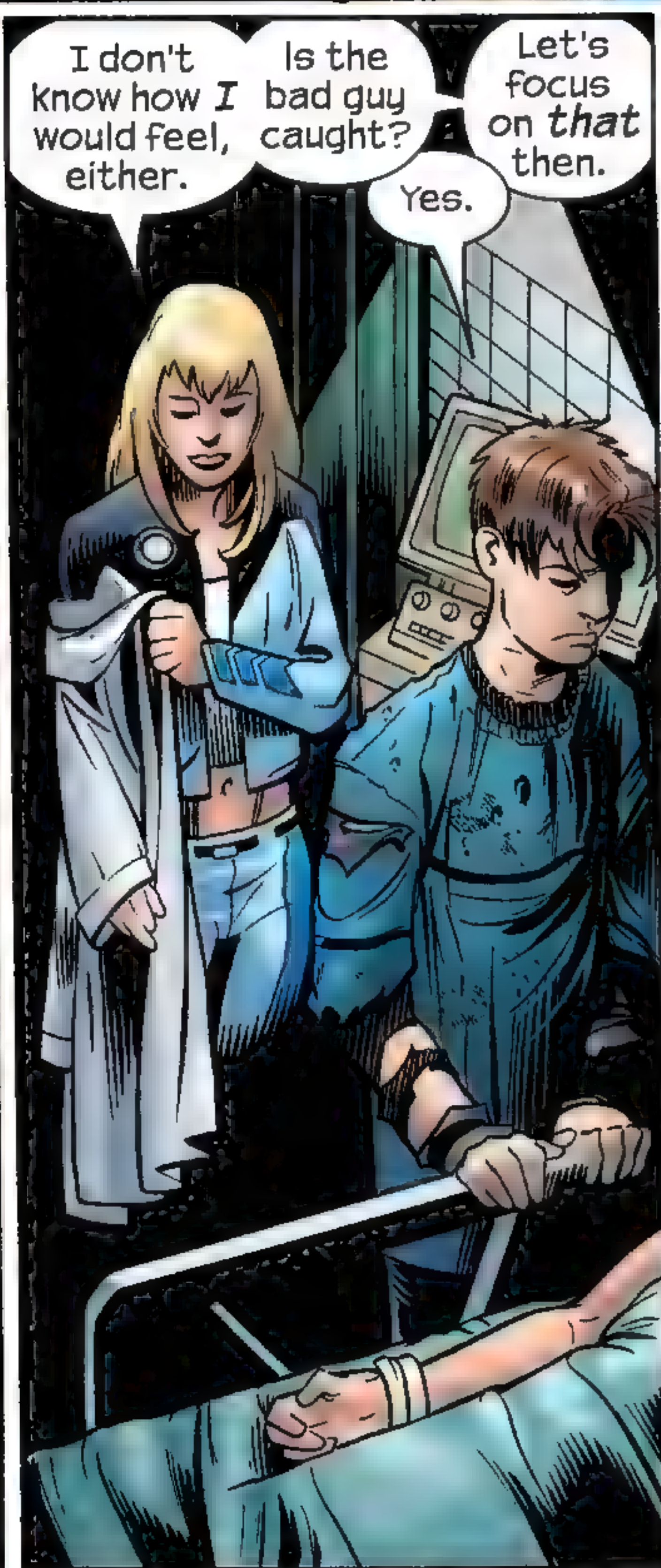


I took care of it with the hospital.

I started putting it all together at the end, there.



I don't know how I'm supposed to feel.

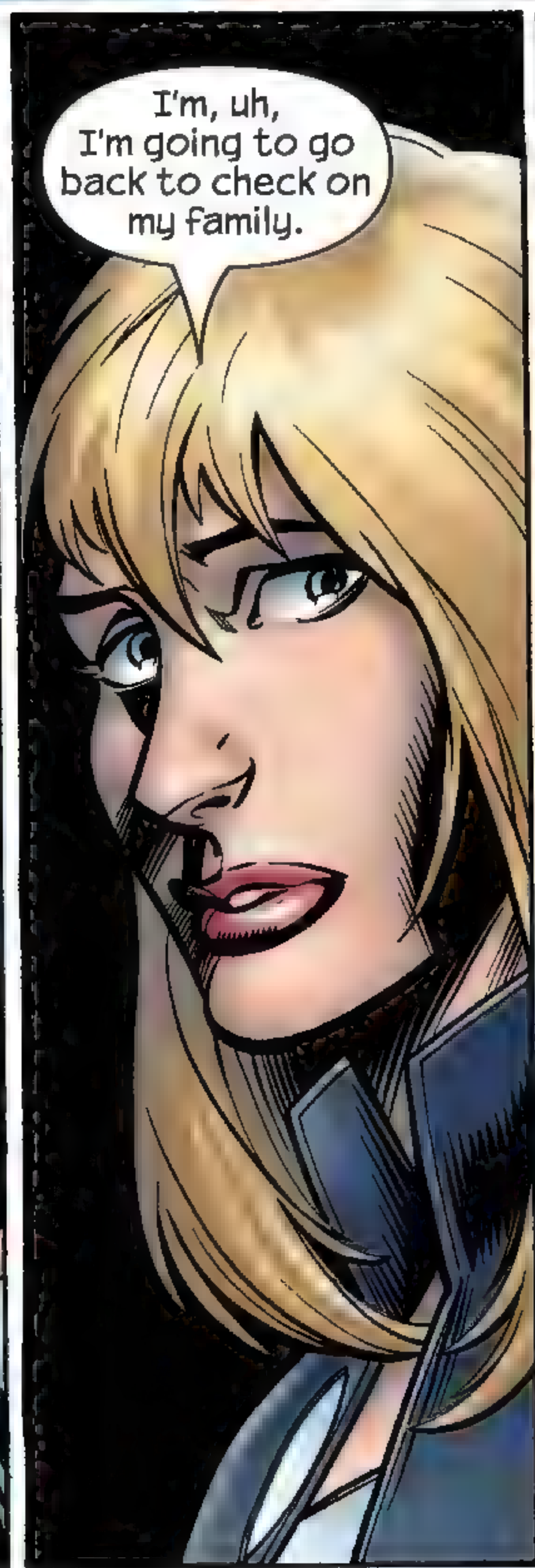


I don't know how *I* would feel, either.

Is the bad guy caught?

Yes.

Let's focus on *that* then.



I'm, uh, I'm going to go back to check on my family.



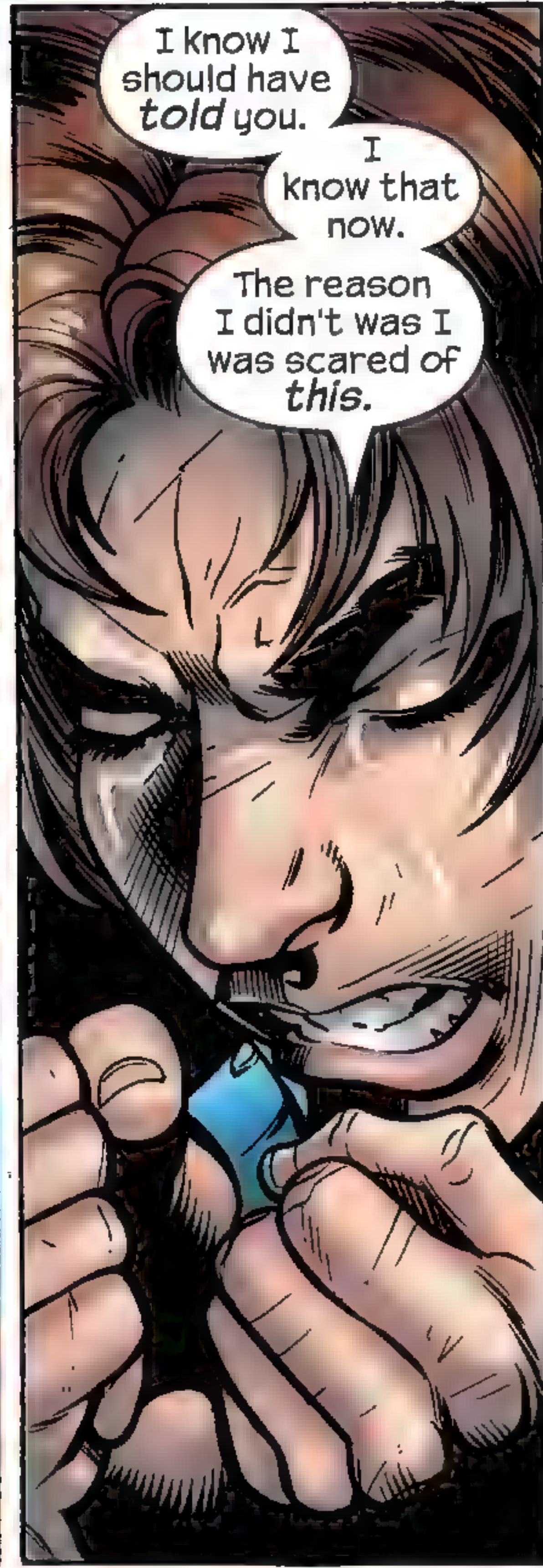
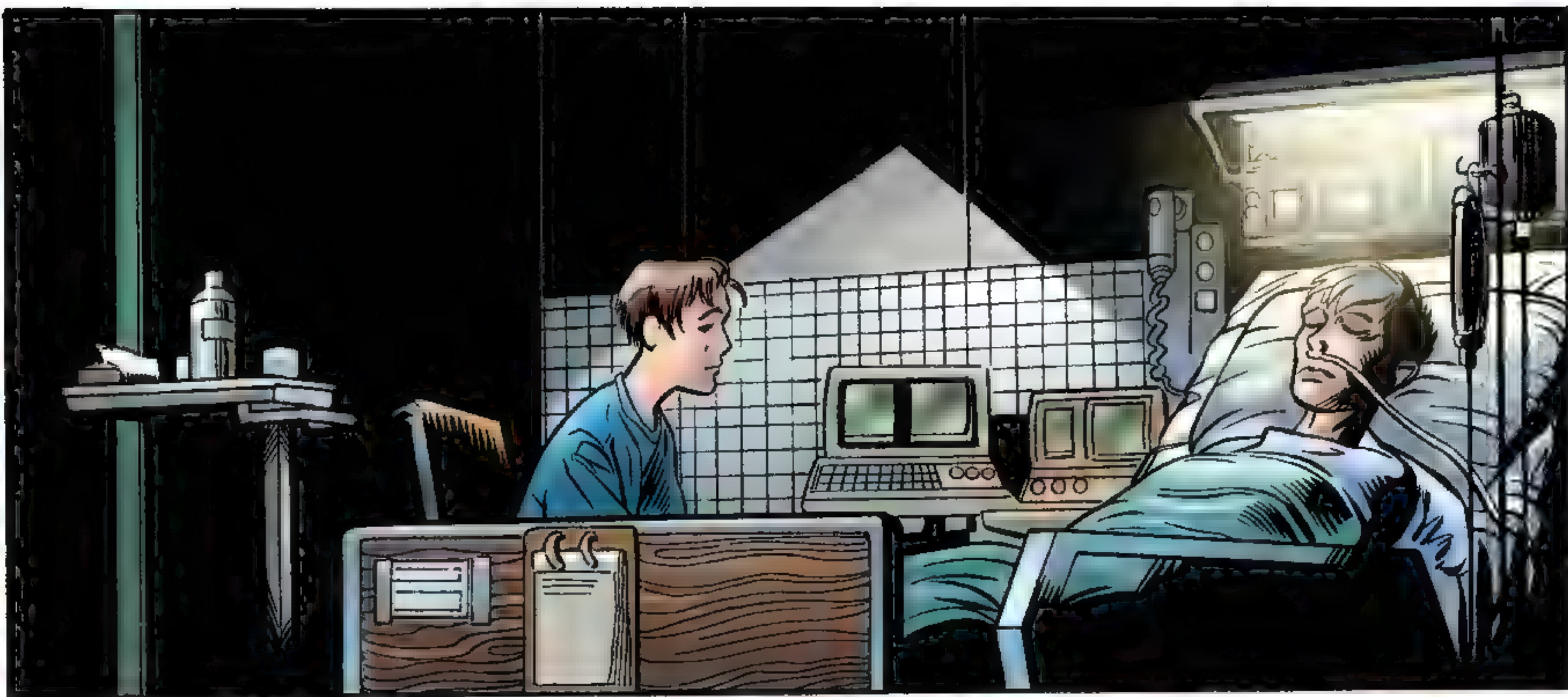
Doctor Storm...

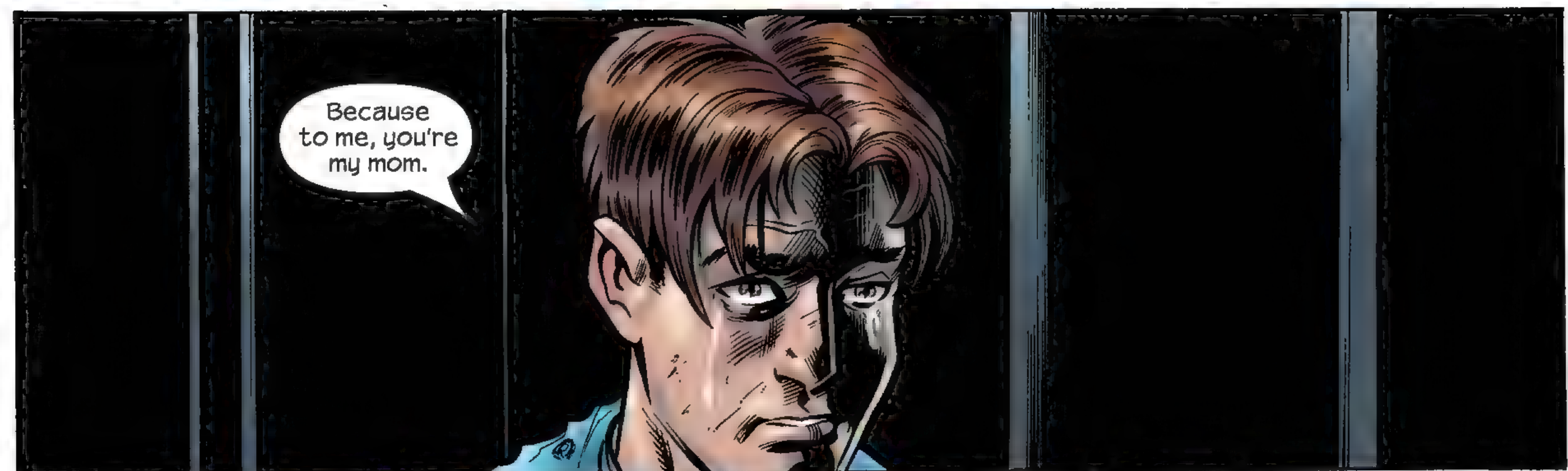
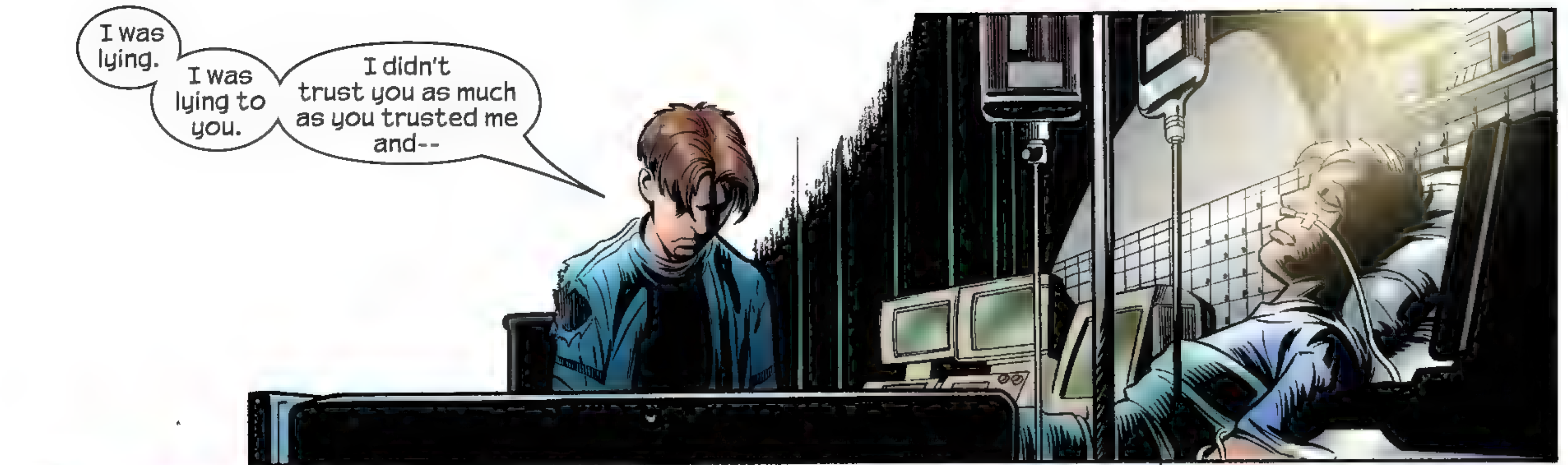
Thank you.

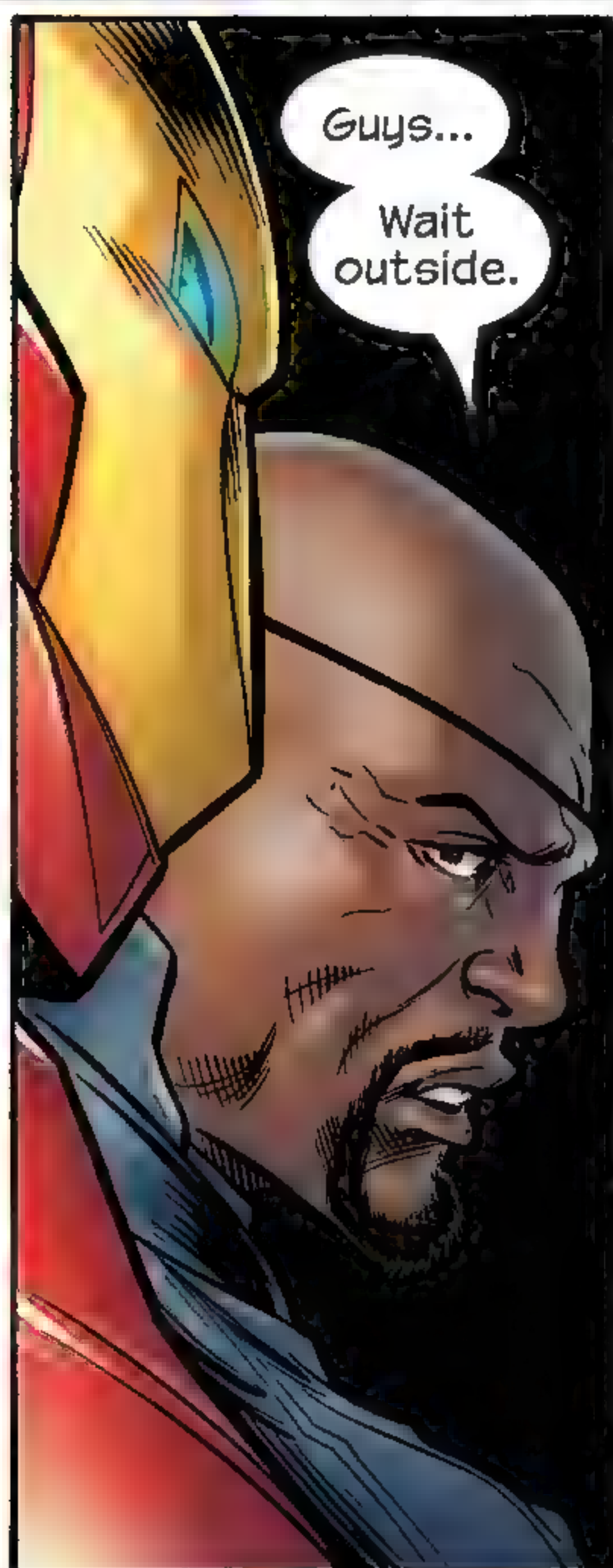


Not necessary.









Guys...
Wait
outside.



Kid...

Do you
know why I came
to your house
tonight?

Do you know
why I had to invent
Spider-Slayers and
come to your house
tonight?



Really??
No.

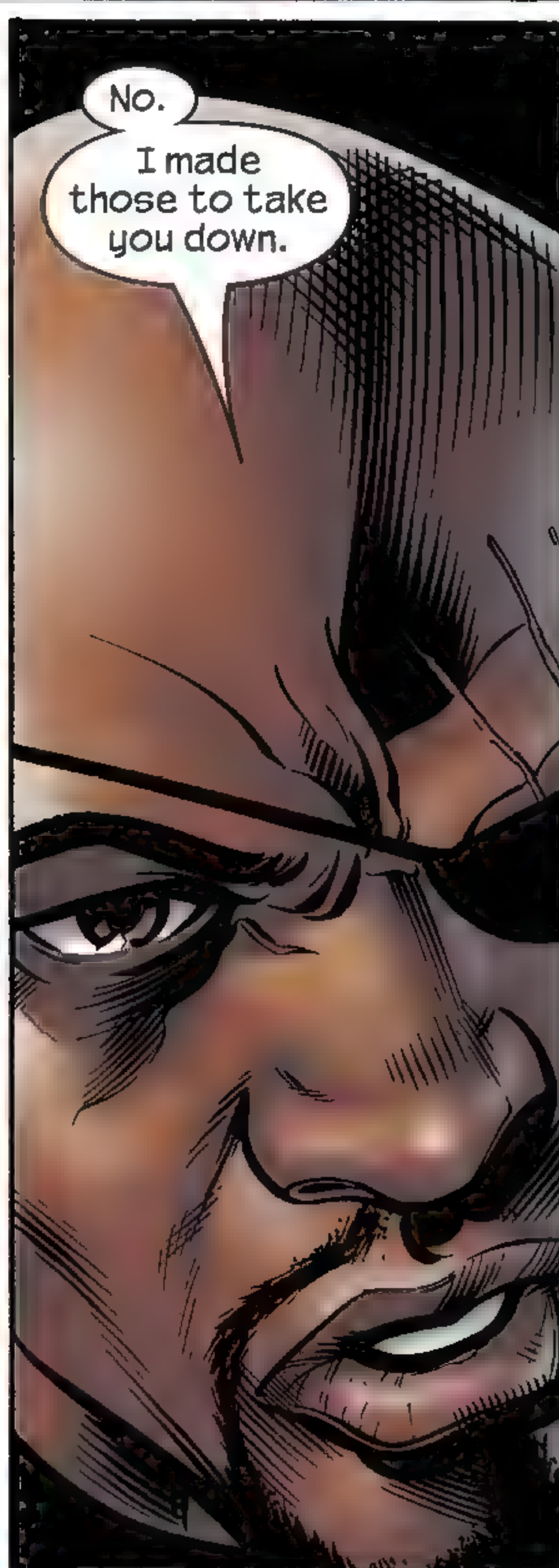


Because the situation
was in the open, out of
control, and an immediate
threat to civilian life.
And you
were at the center
of it and it had to be
resolved quickly.

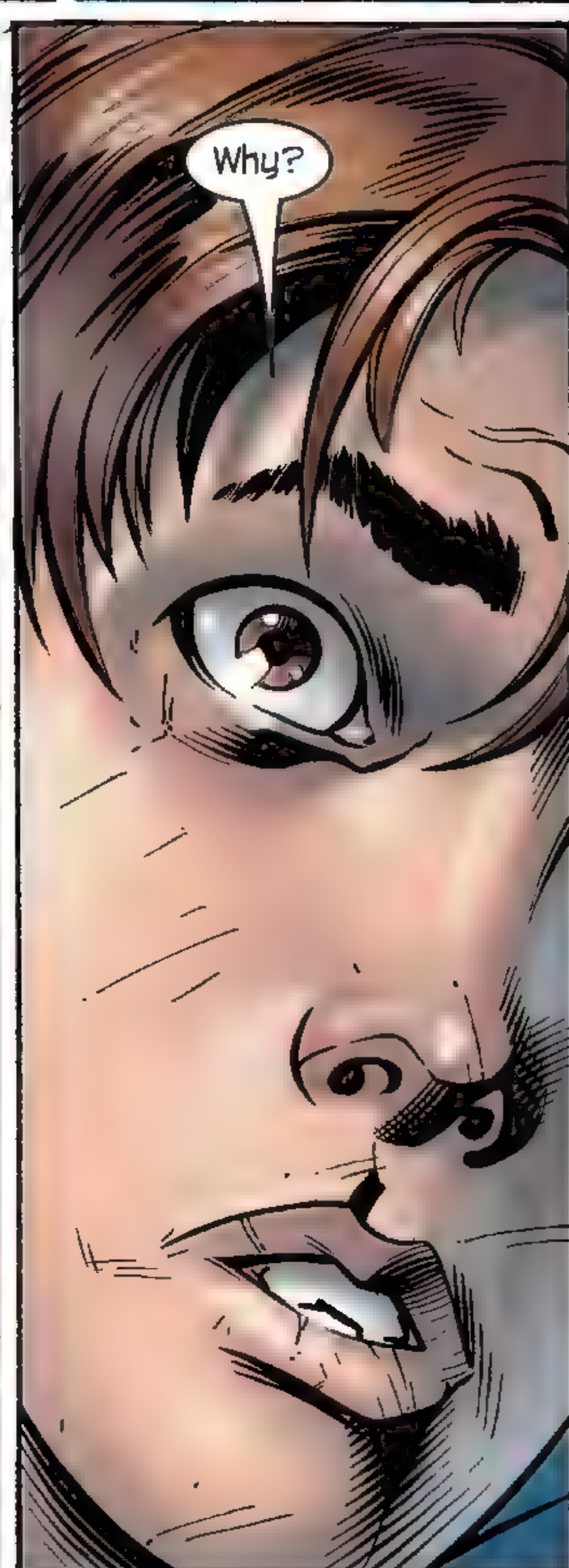


And you had an army of *me*-
slaying robots all ready to go,
just in case one day a bunch
of *clones* of me *happened* to
be invented and *happened*
to go all nuts?

Wow, *that*
is some forward
thinking.



No.
I made
those to take
you down.



Why?



Because I'm a study of human moves, kid.

And with all that has *happened* to you, with all that's been said and done *to* you and *by* you...

It looked to me as if we were all witness to the birth of the next big super-villain...

And I wanted to be ready.



Me?

The next big super-villain. *Me?*

Kid, all the stuff that's happened you...you are *well* within your rights to snap.

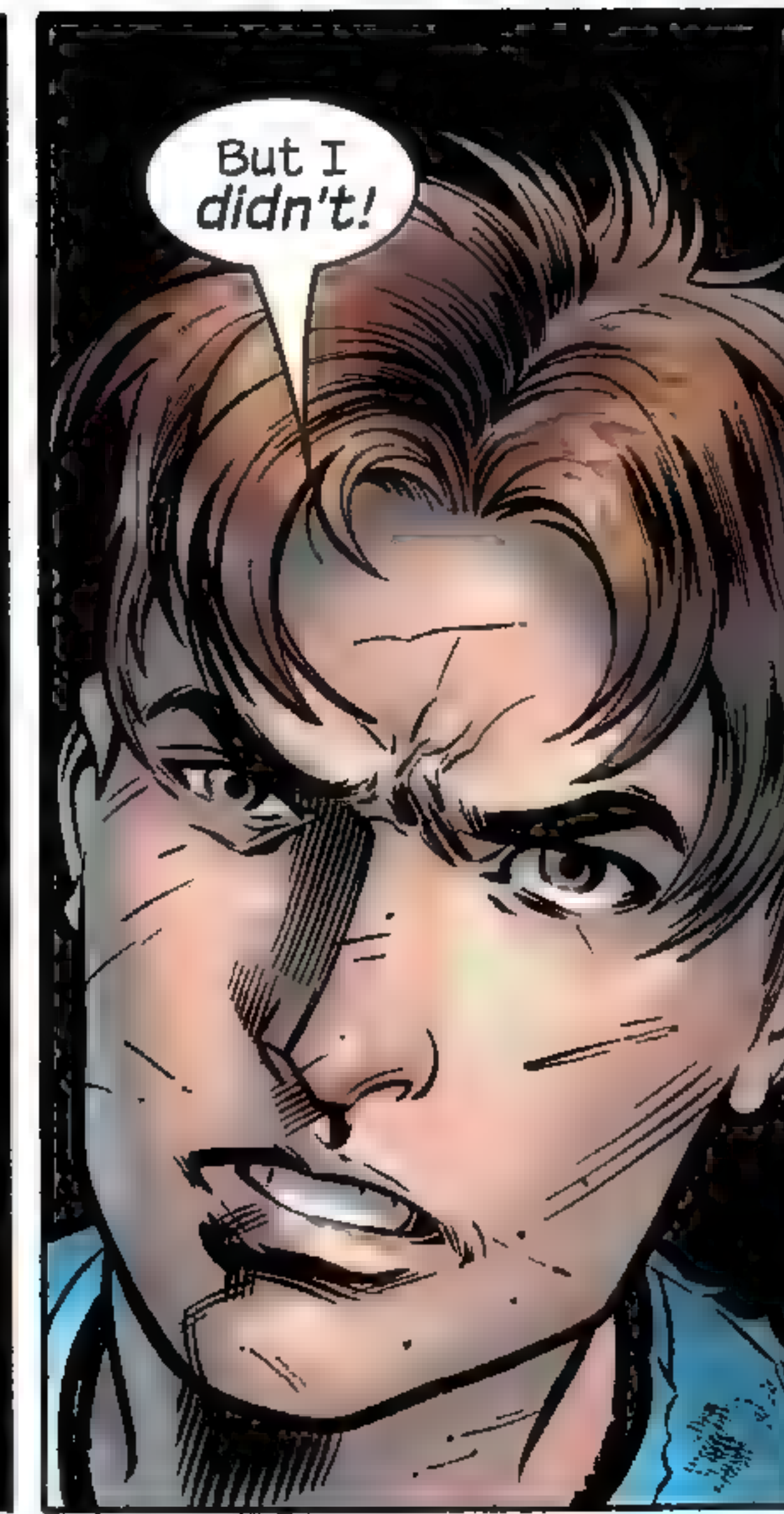


And it's my job to be ready if and when someone like you does just *that*.

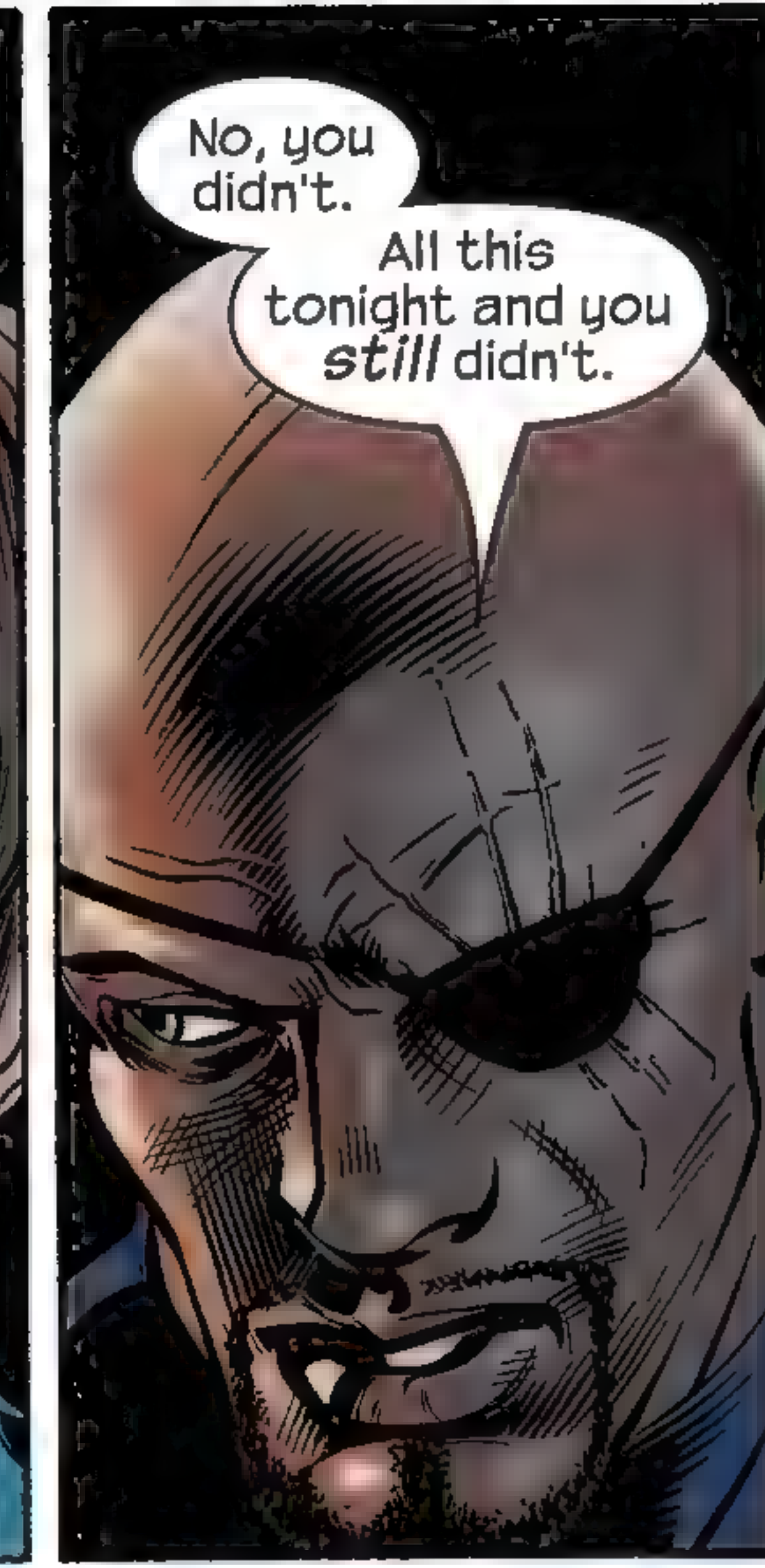
Your dad, your uncle, Harry Osborn, vampires, Doc Ock, Kingpin...

You flipping out on me at the pier that day.

It looked like you were going to snap.



But I *didn't*!

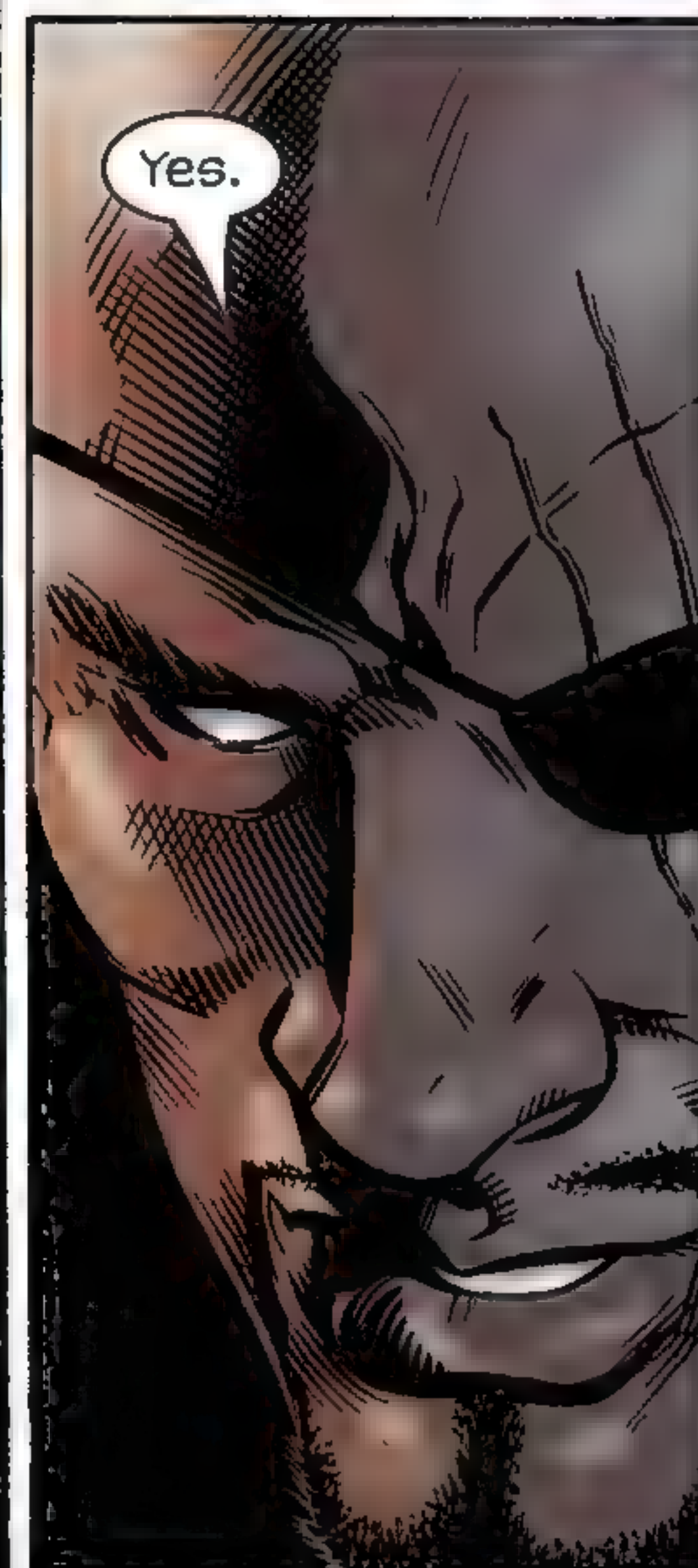


No, you didn't.

All this tonight and you *still* didn't.



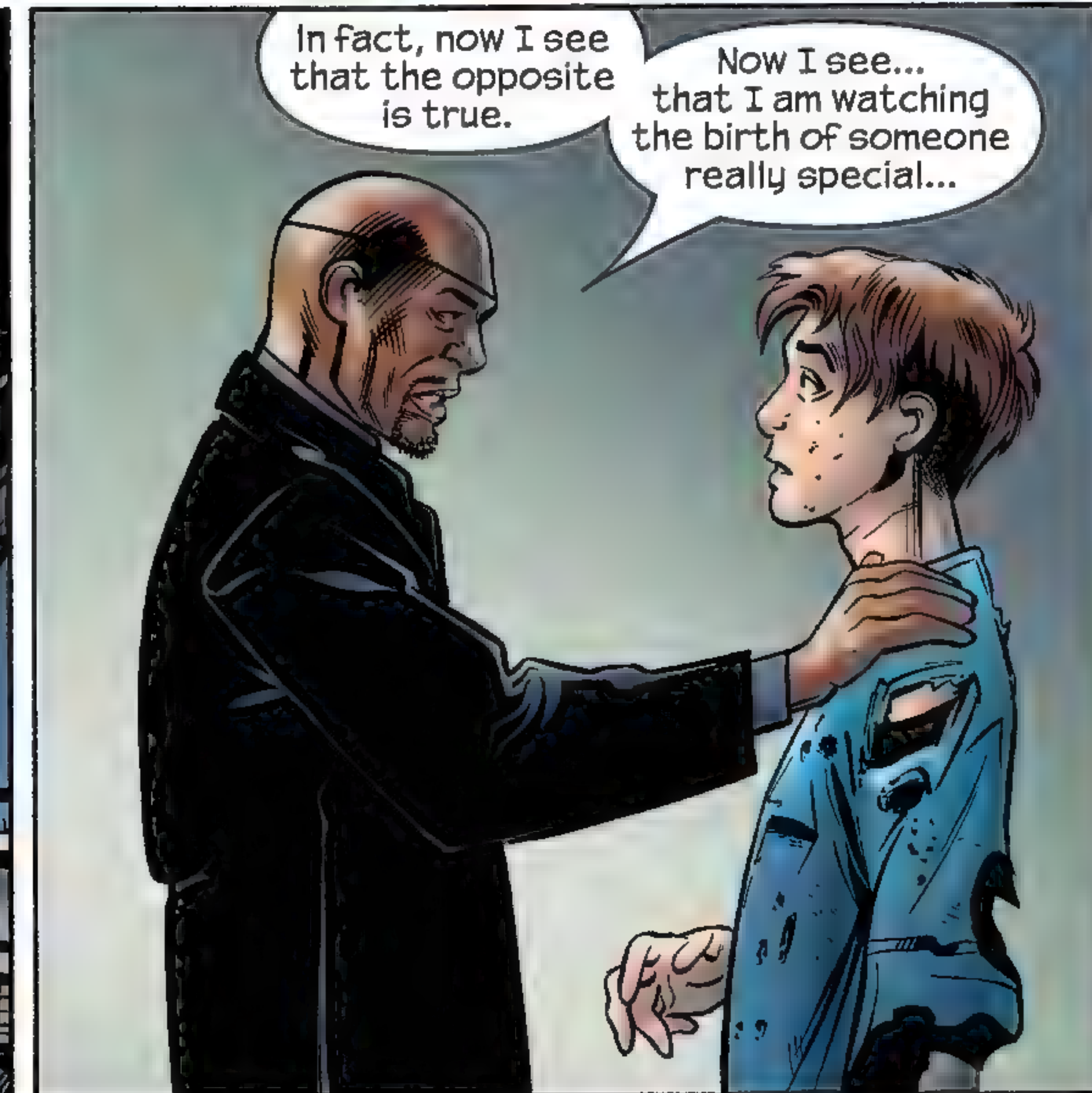
So you were *wrong*...



Yes.

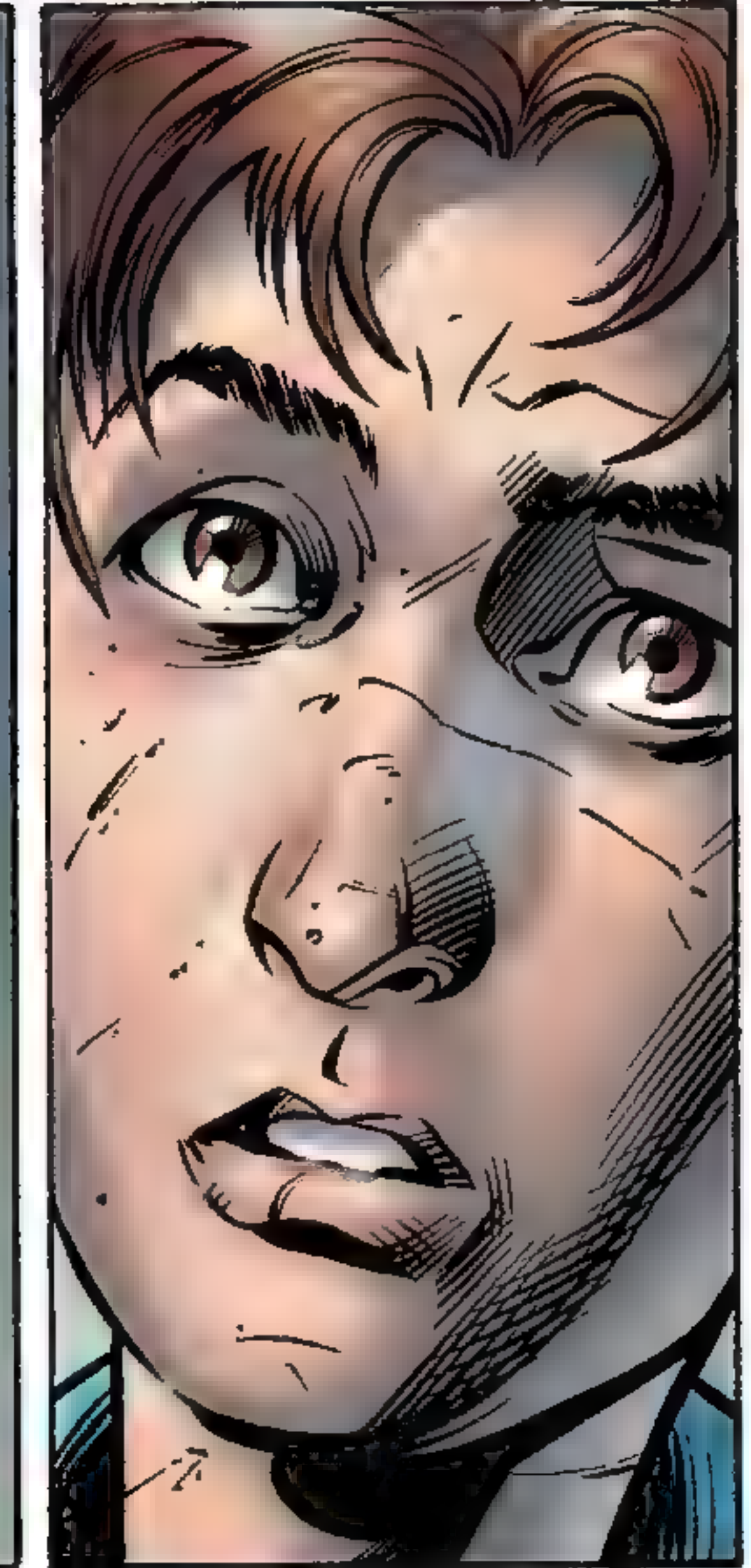


THANK YOU!!



In fact, now I see that the opposite is true.

Now I see... that I am watching the birth of someone really special...

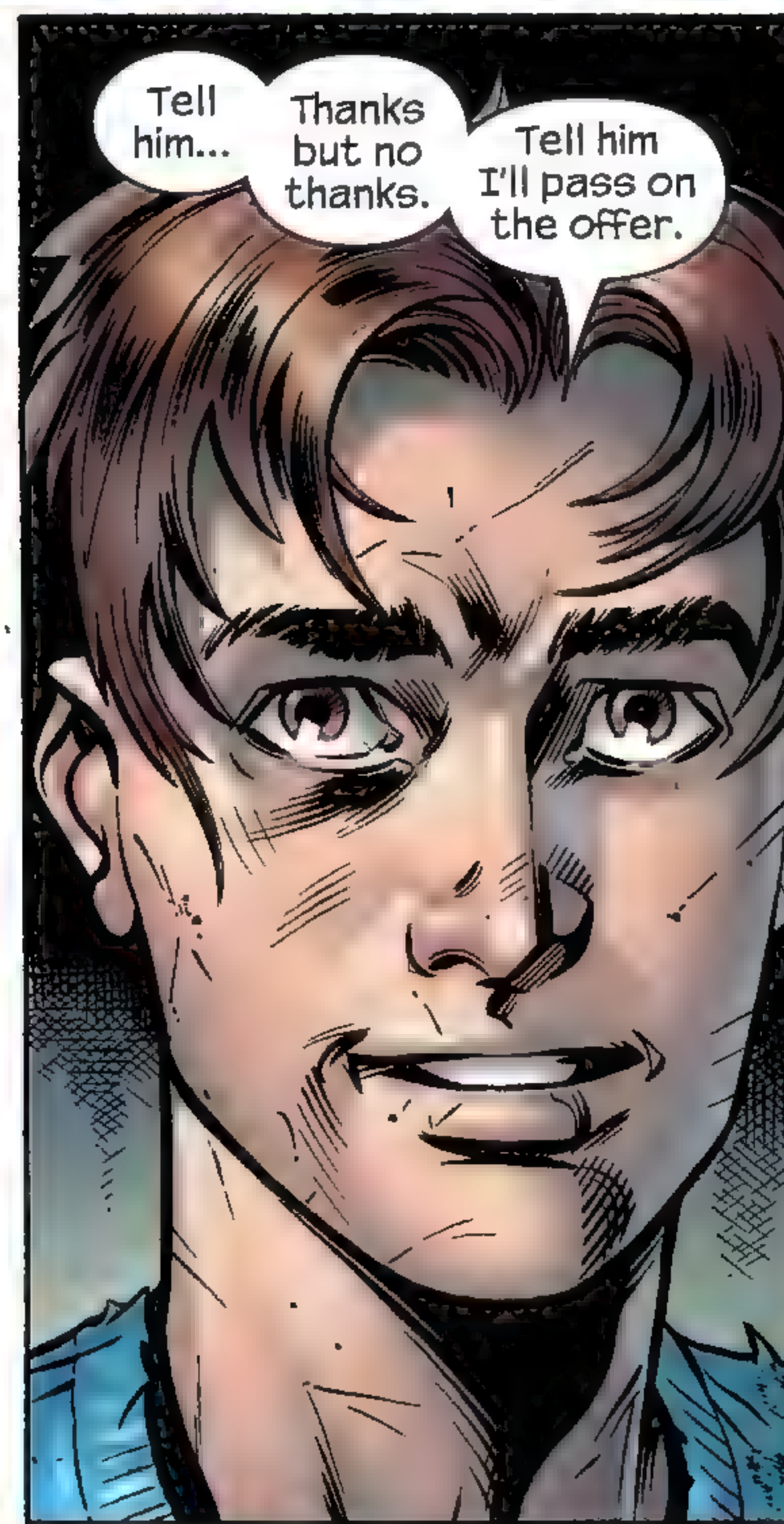


That is if you don't %^&# it all up before you graduate high school.



Are you going to see Reed Richards now?

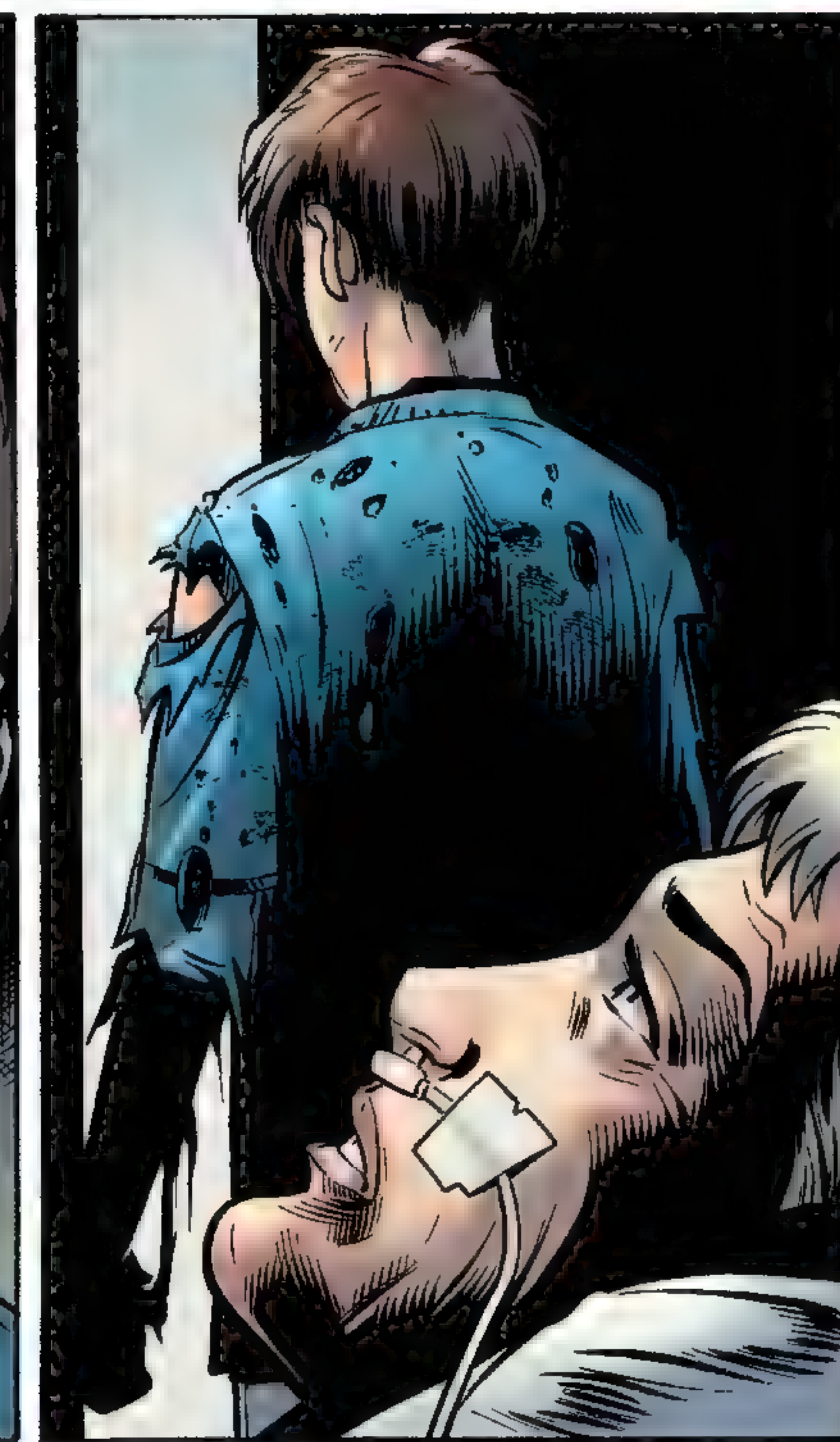
Yeah, actually.



Tell him...

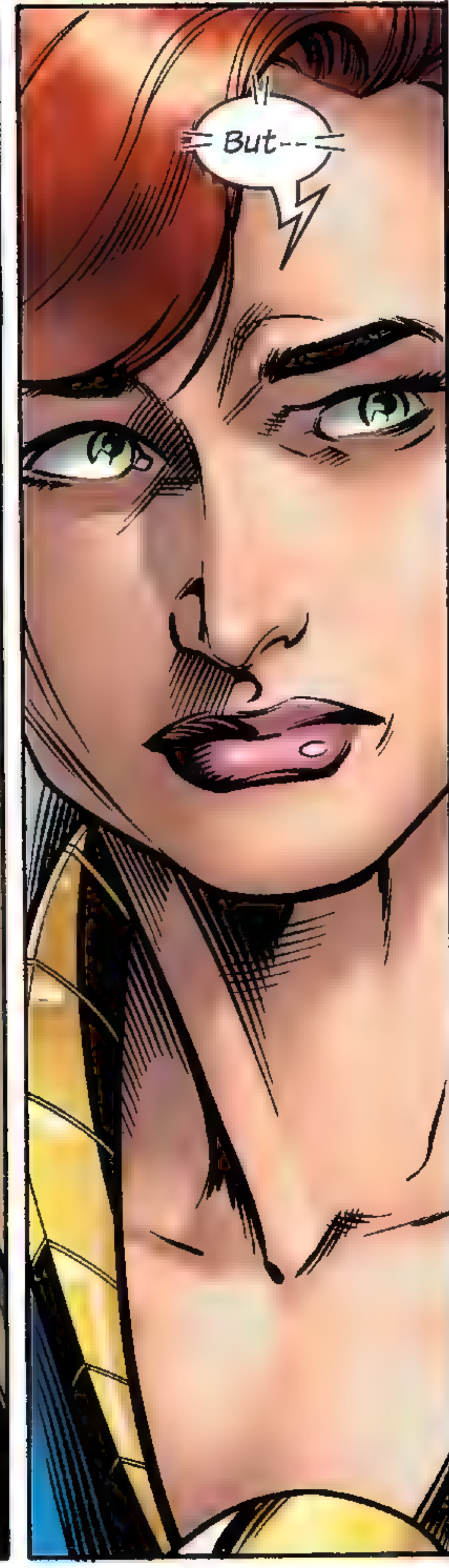
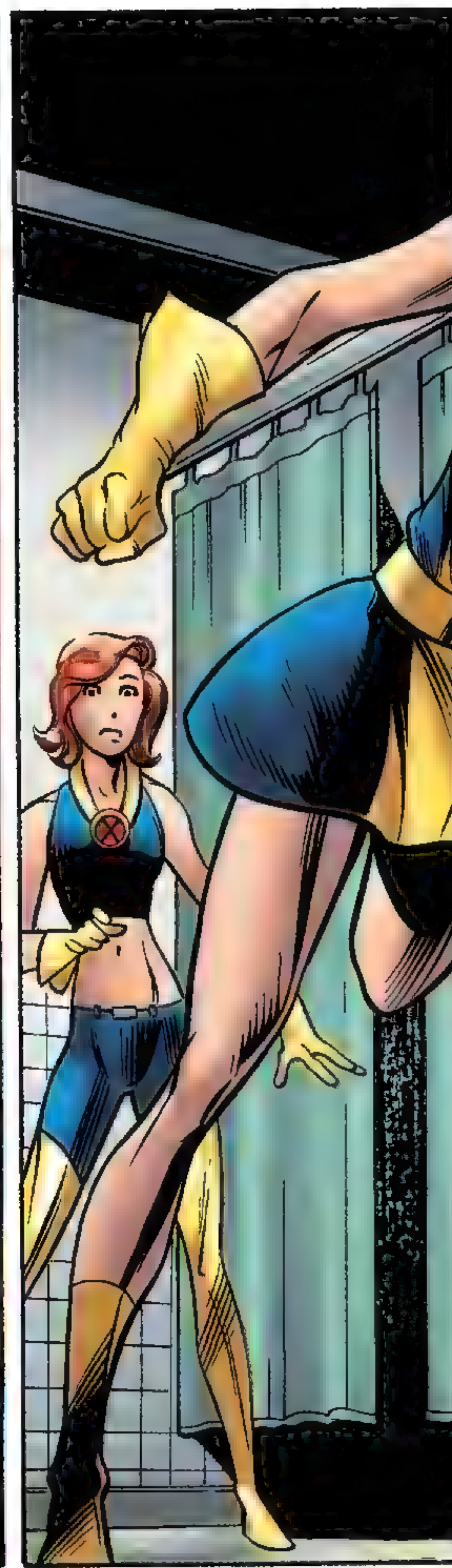
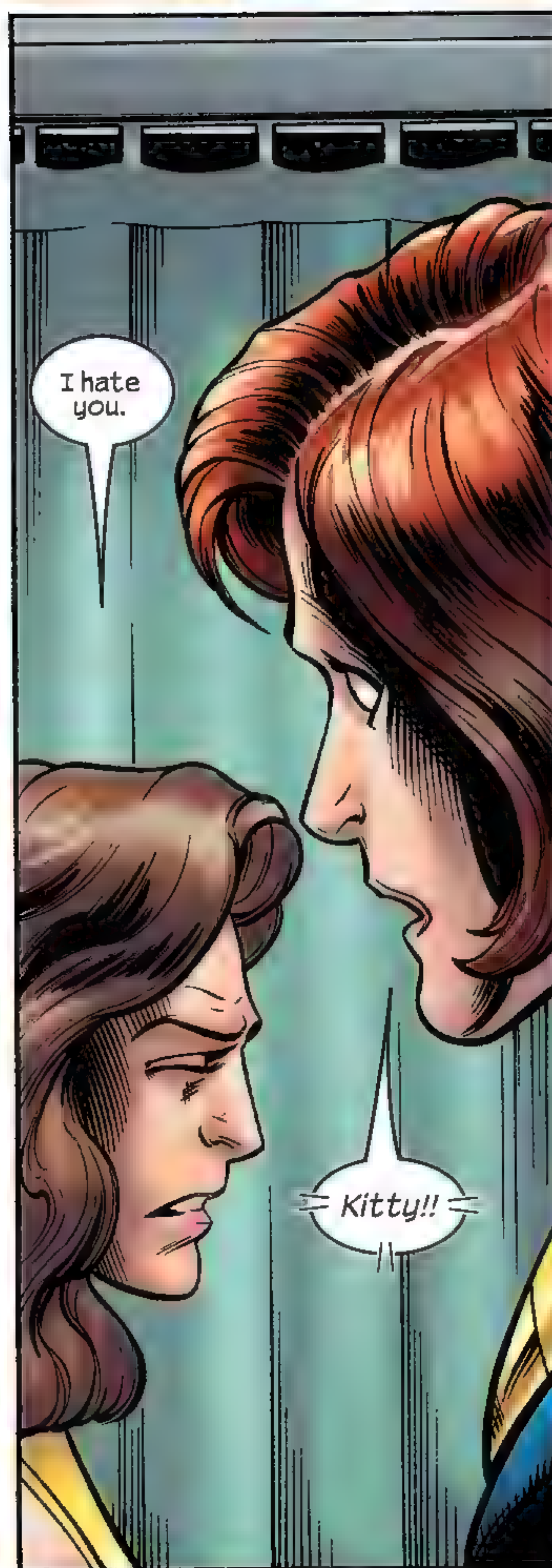
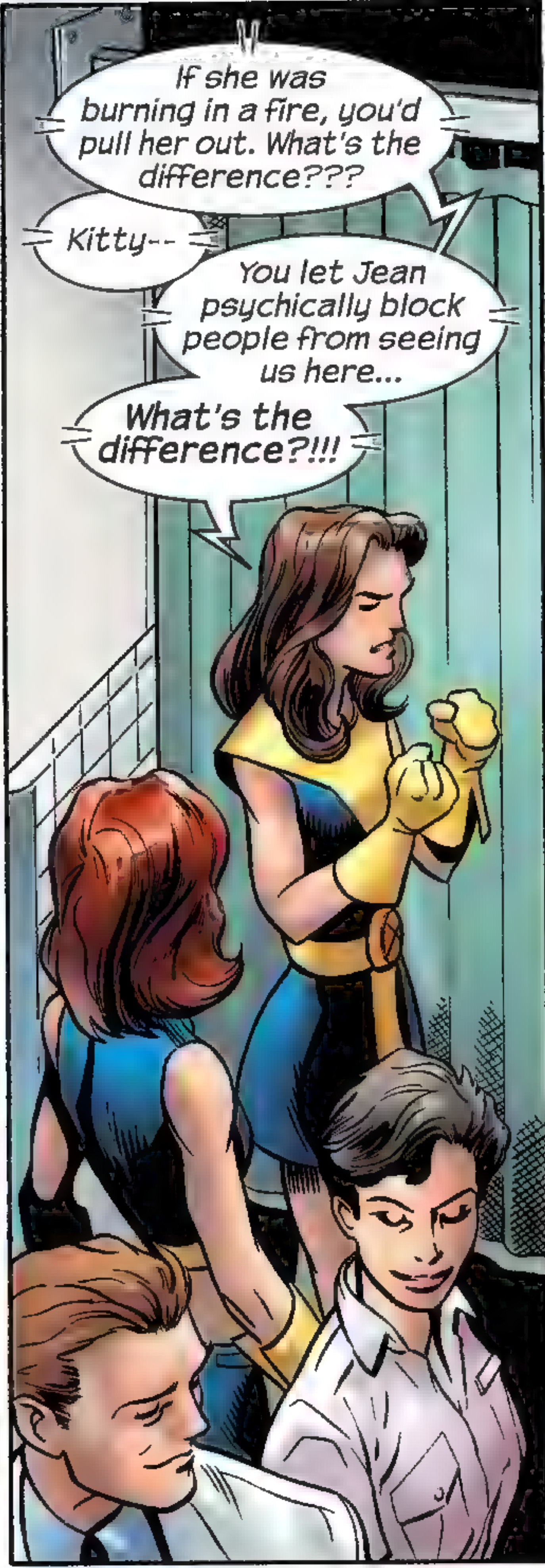
Thanks but no thanks.

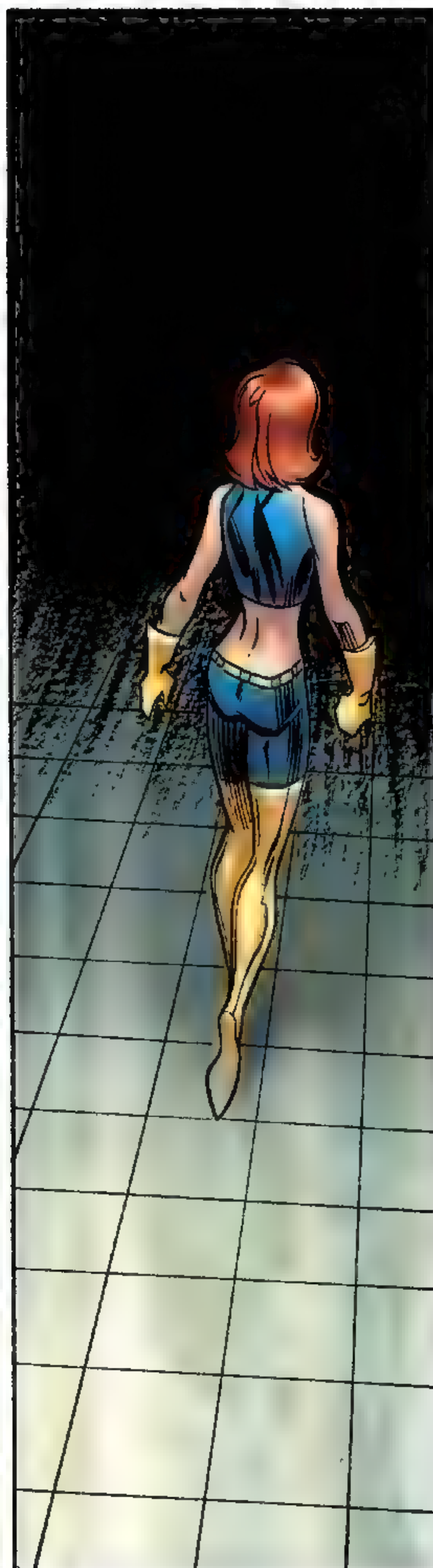
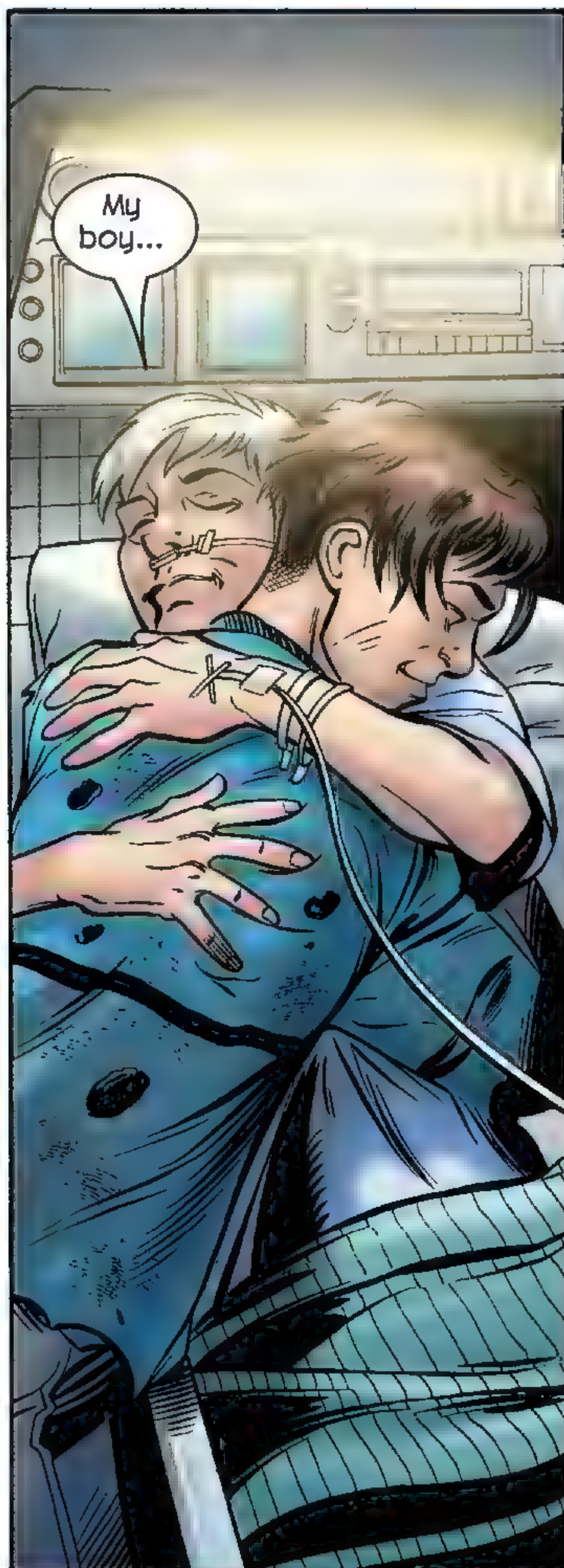
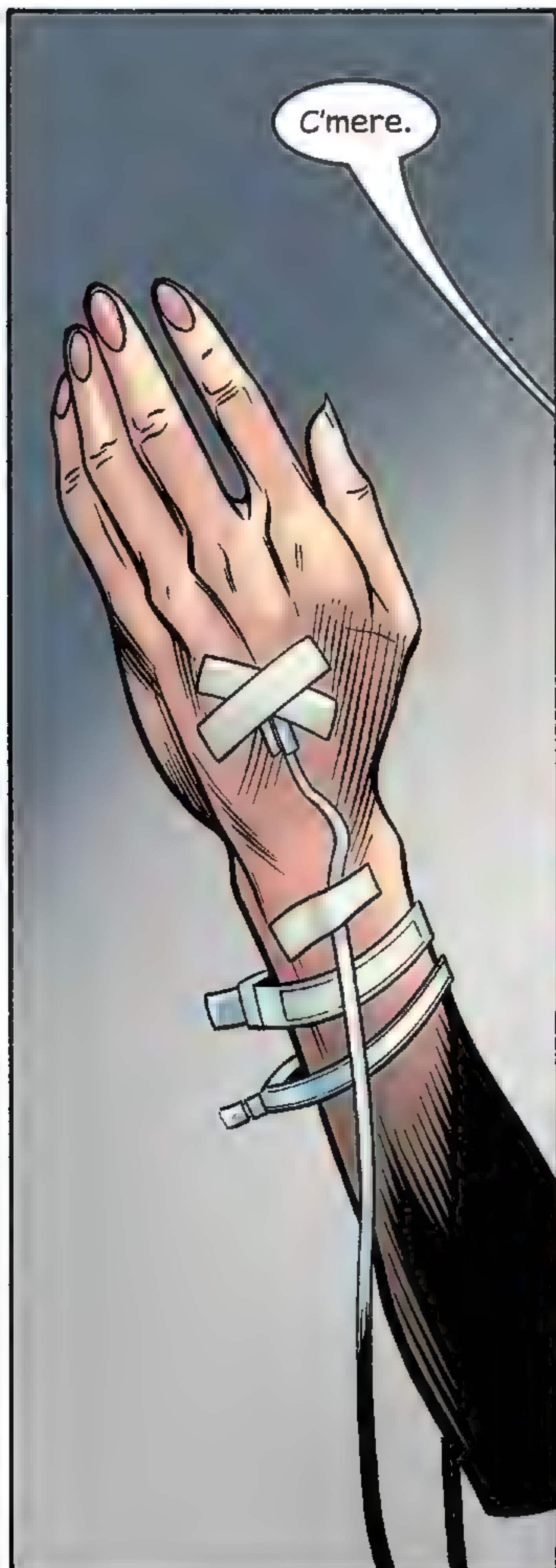
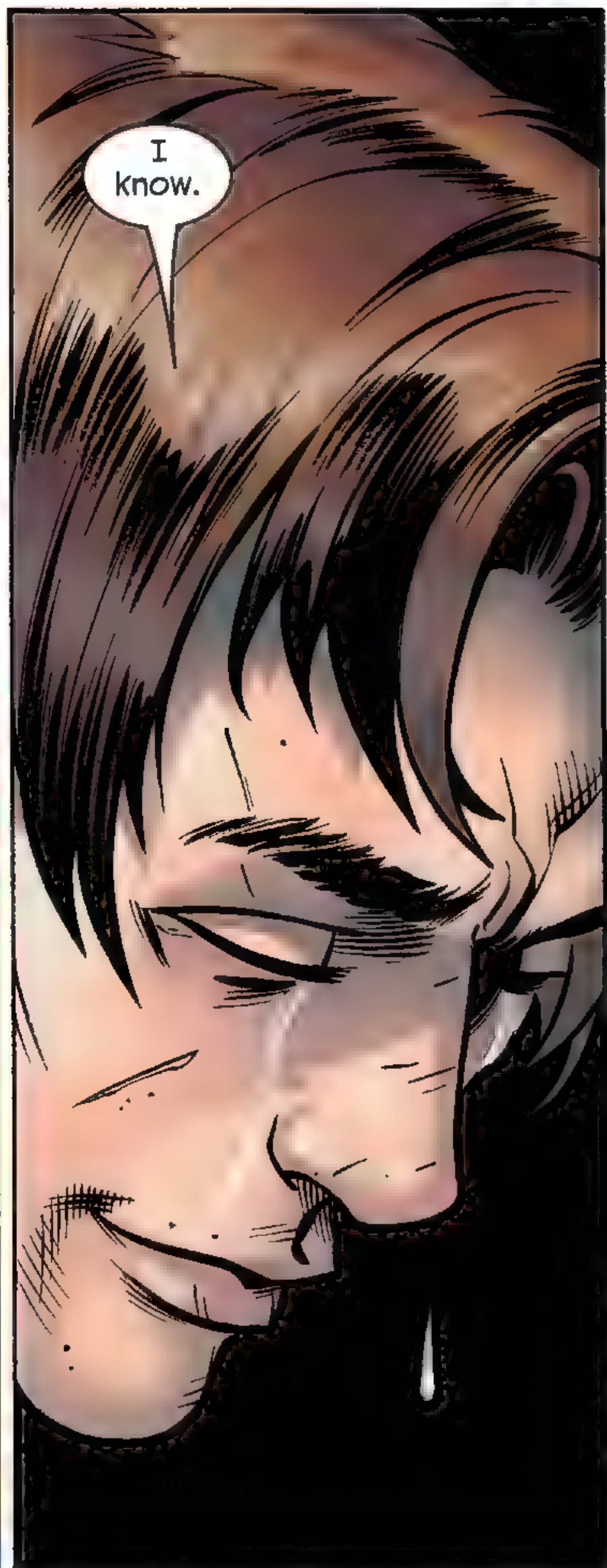
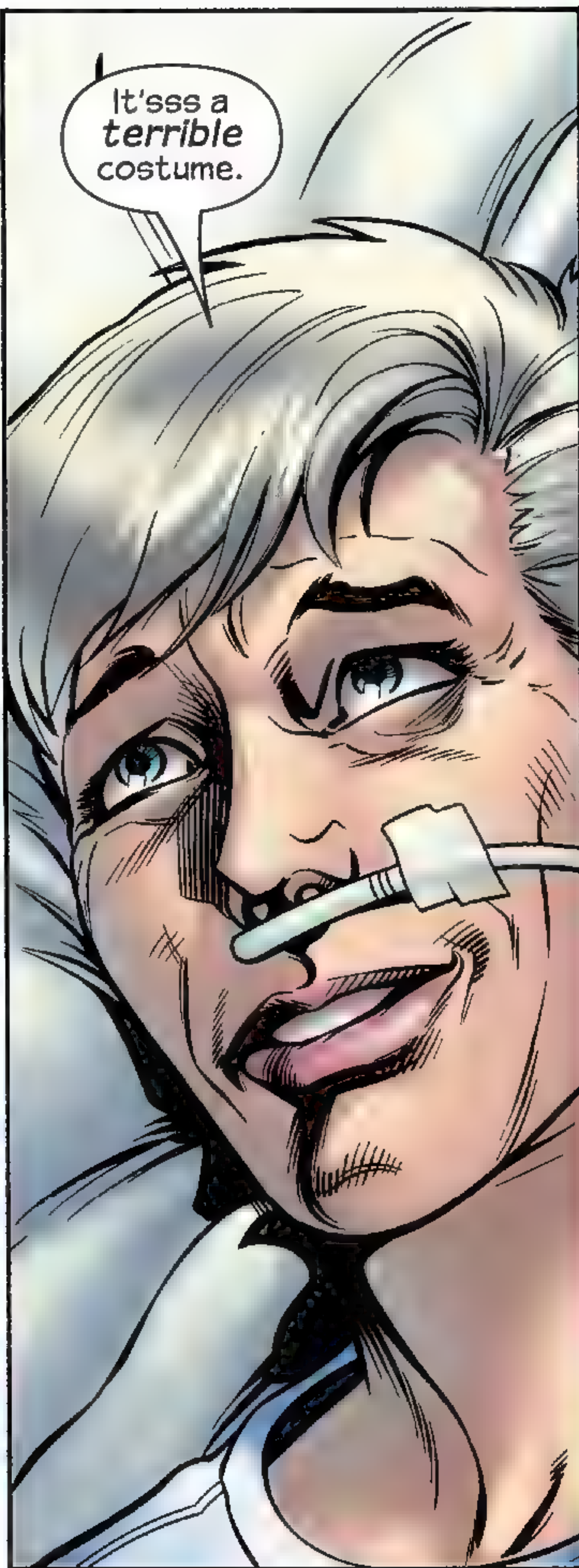
Tell him I'll pass on the offer.

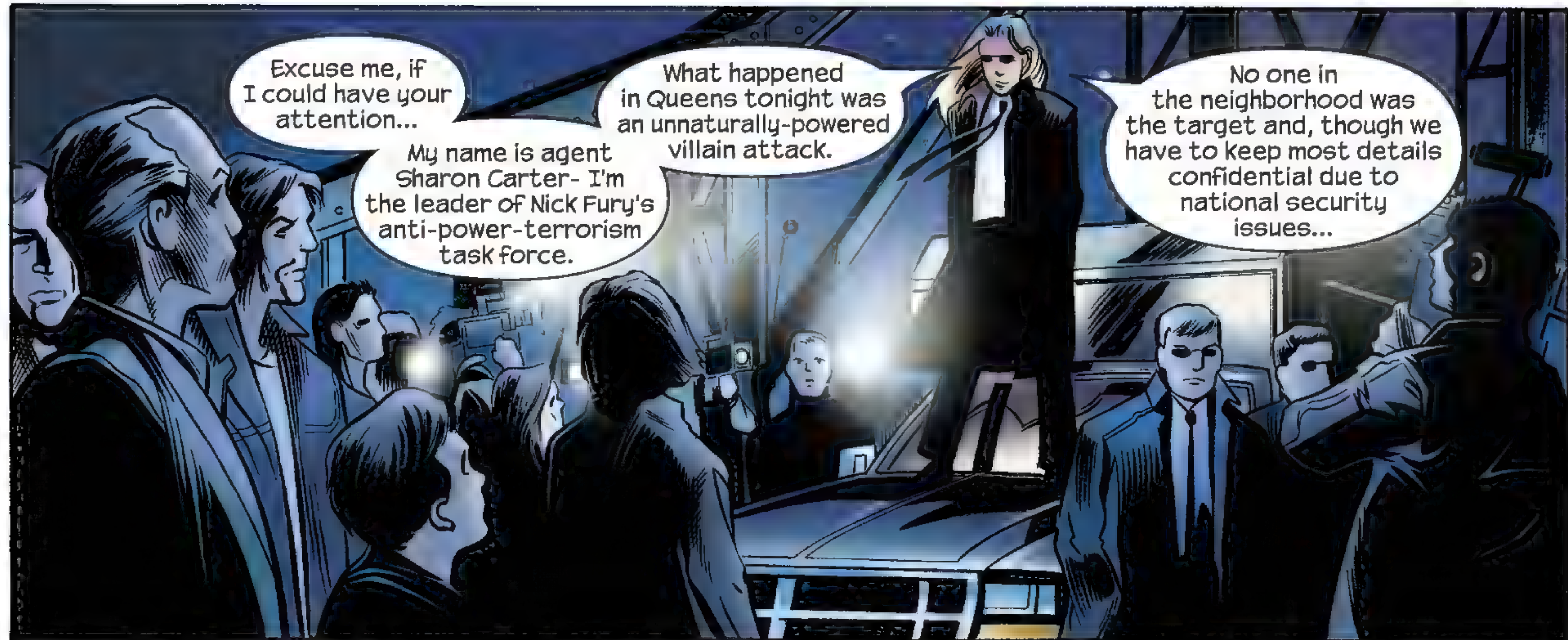


Petr... R'you r'ok?







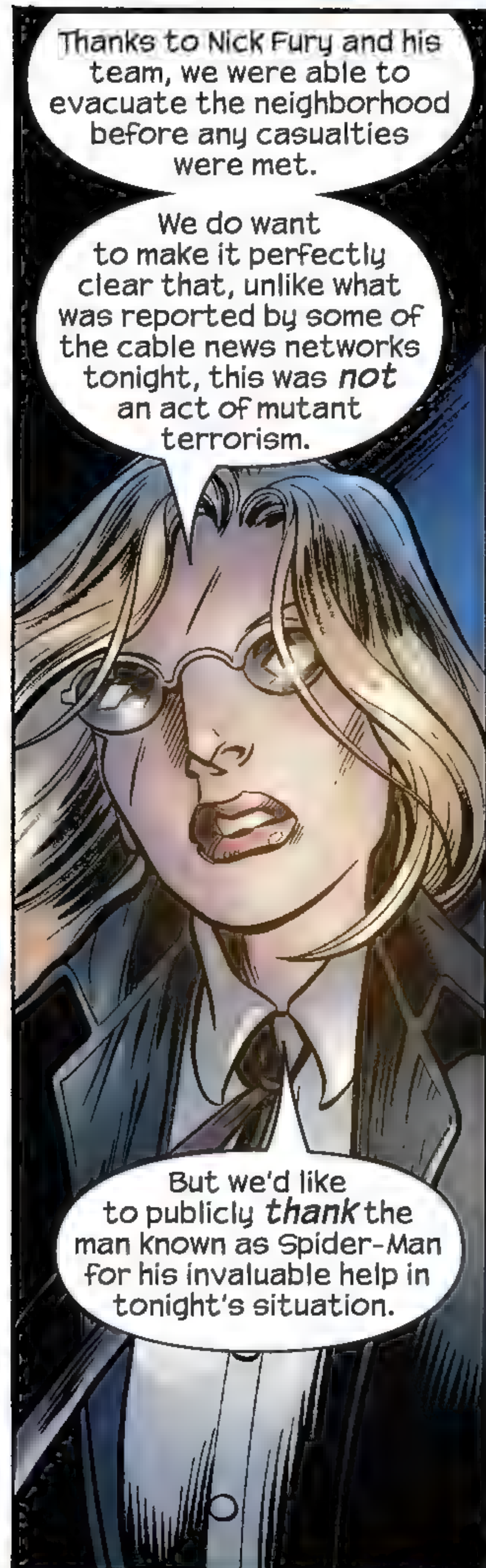


Excuse me, if I could have your attention...

What happened in Queens tonight was an unnaturally-powered villain attack.

My name is agent Sharon Carter- I'm the leader of Nick Fury's anti-power-terrorism task force.

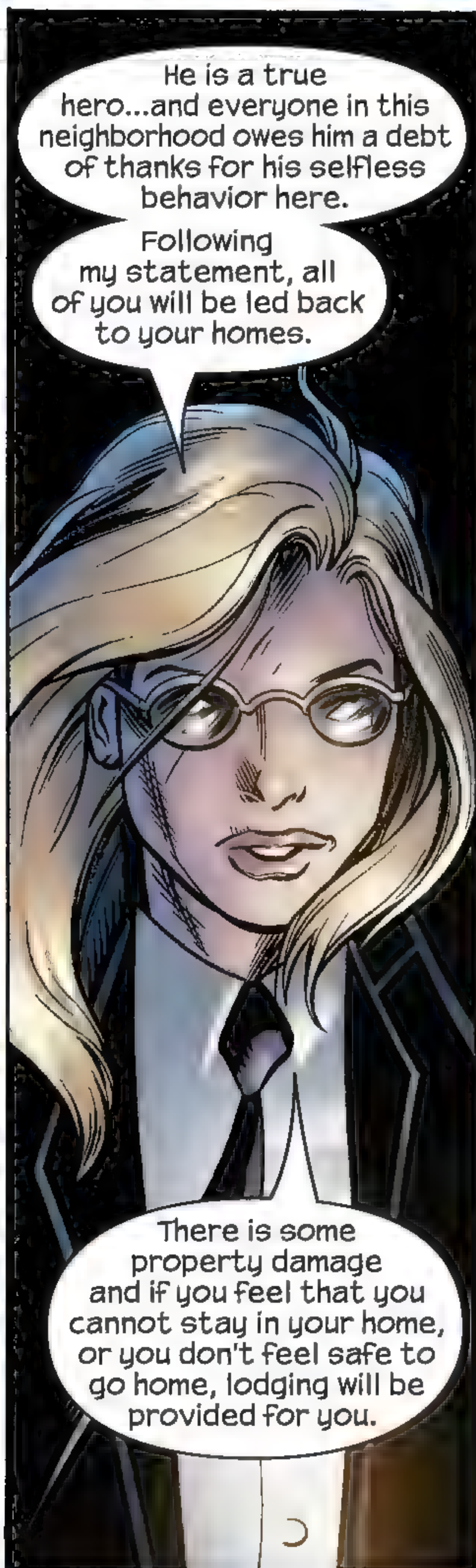
No one in the neighborhood was the target and, though we have to keep most details confidential due to national security issues...



Thanks to Nick Fury and his team, we were able to evacuate the neighborhood before any casualties were met.

We do want to make it perfectly clear that, unlike what was reported by some of the cable news networks tonight, this was *not* an act of mutant terrorism.

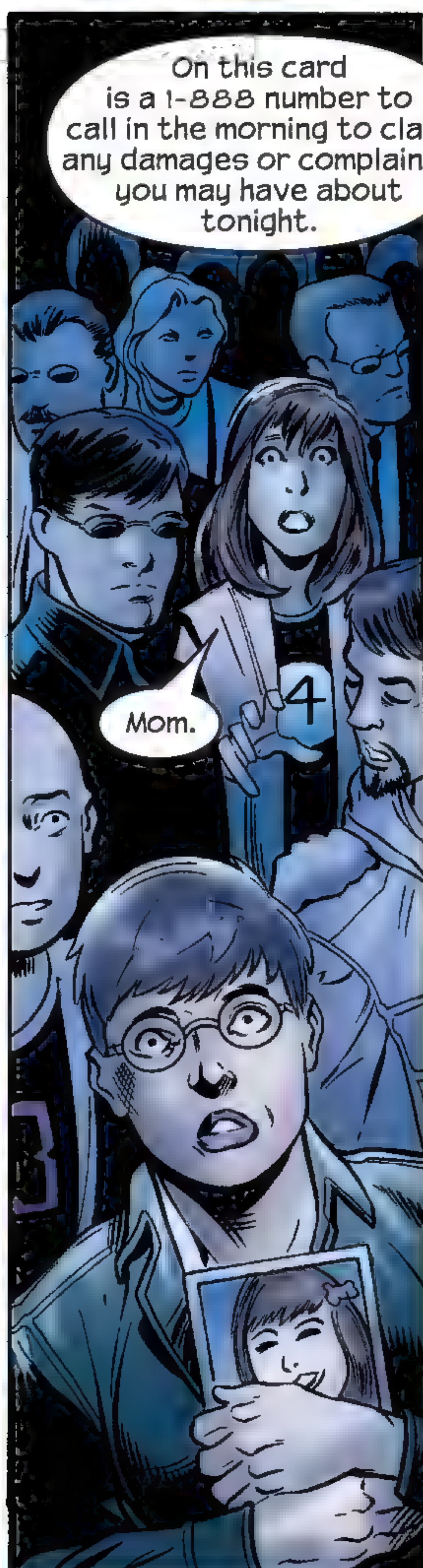
But we'd like to publicly *thank* the man known as Spider-Man for his invaluable help in tonight's situation.



He is a true hero...and everyone in this neighborhood owes him a debt of thanks for his selfless behavior here.

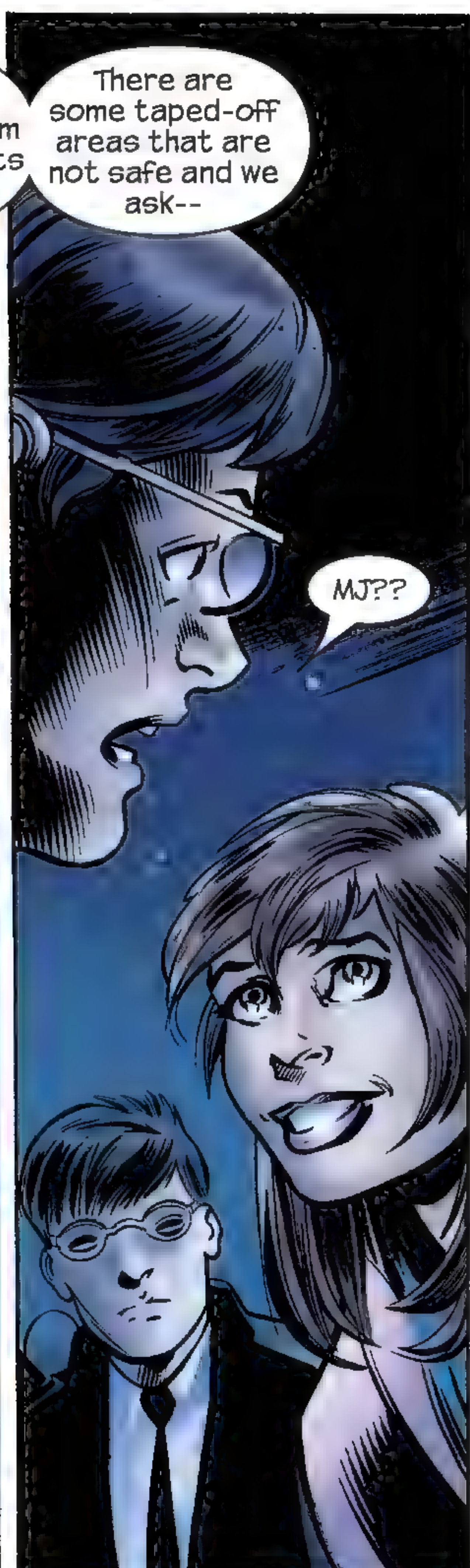
Following my statement, all of you will be led back to your homes.

There is some property damage and if you feel that you cannot stay in your home, or you don't feel safe to go home, lodging will be provided for you.



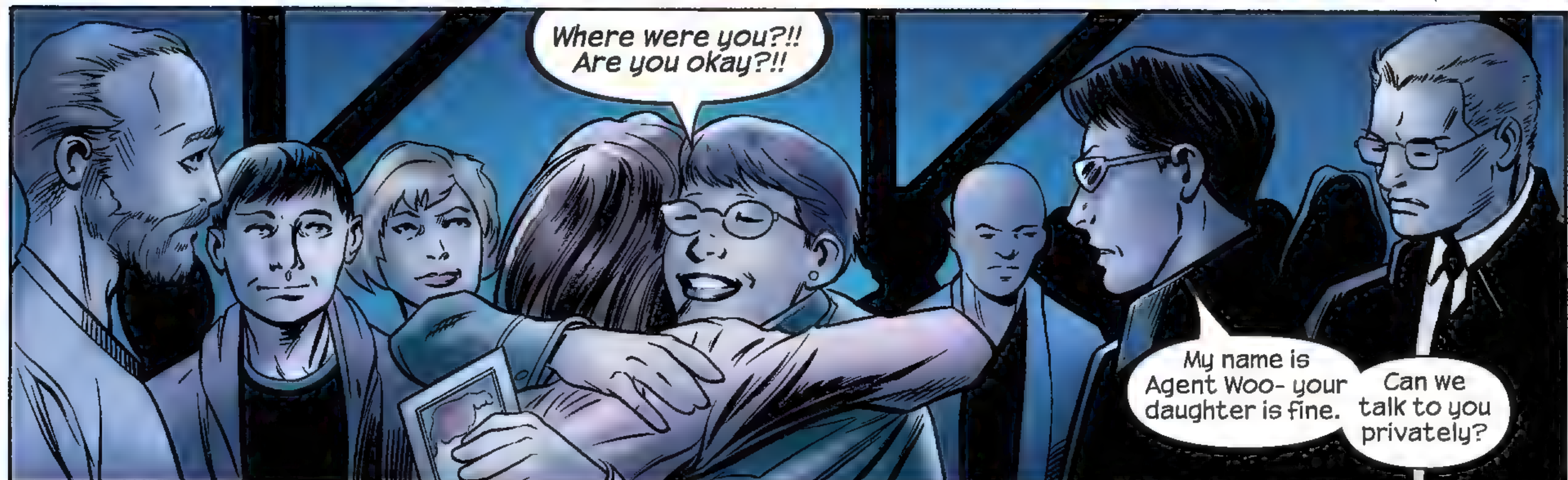
On this card is a 1-888 number to call in the morning to claim any damages or complaints you may have about tonight.

Mom.



There are some taped-off areas that are not safe and we ask--

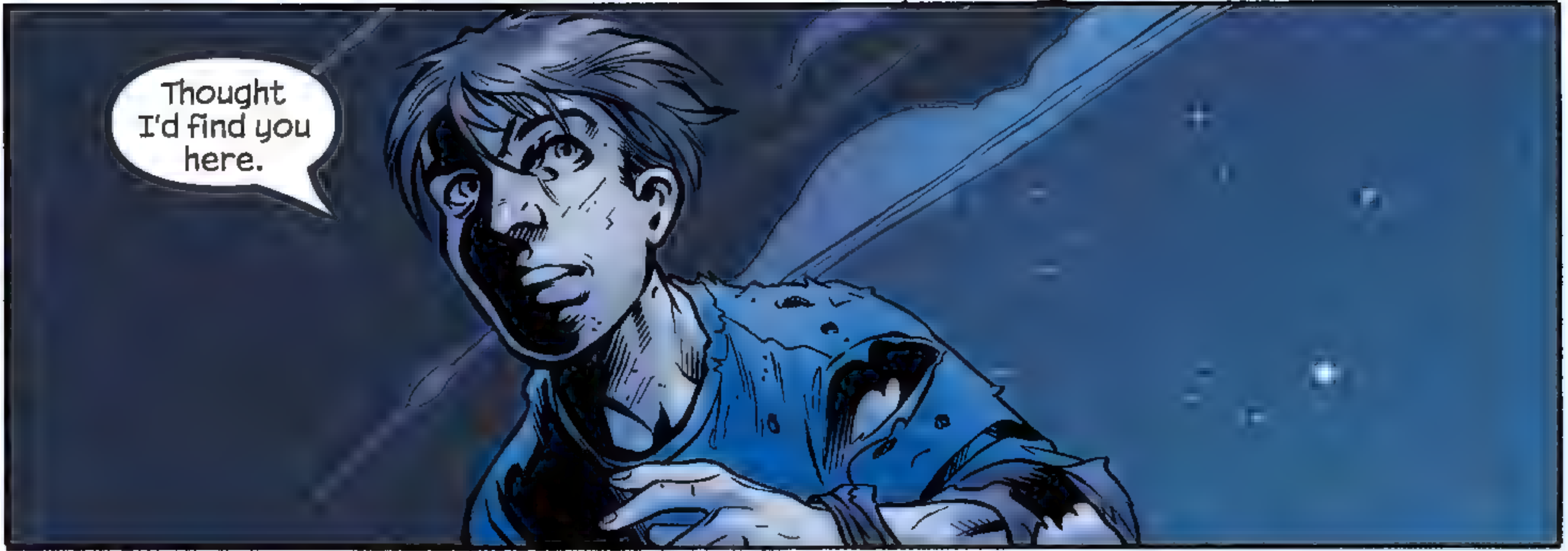
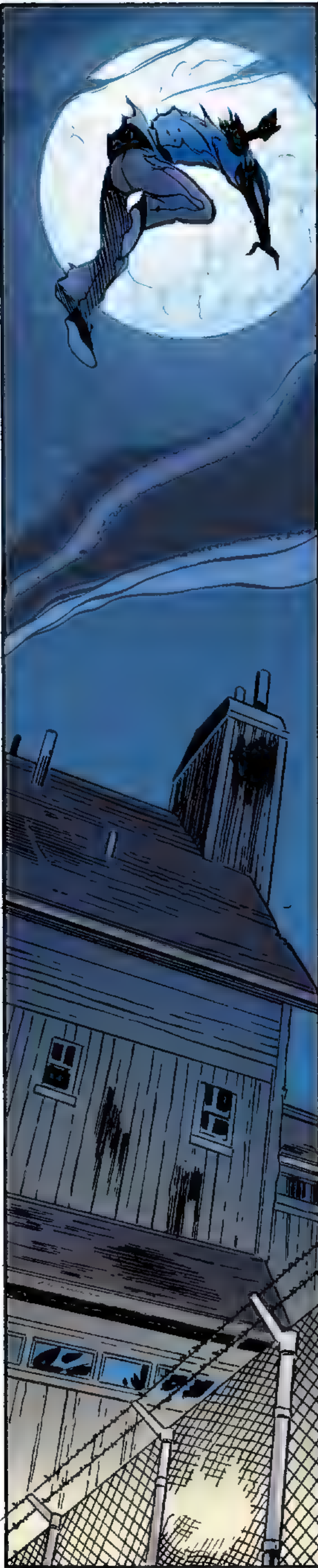
MJ??



Where were you?!! Are you okay?!!

My name is Agent Woo- your daughter is fine.

Can we talk to you privately?



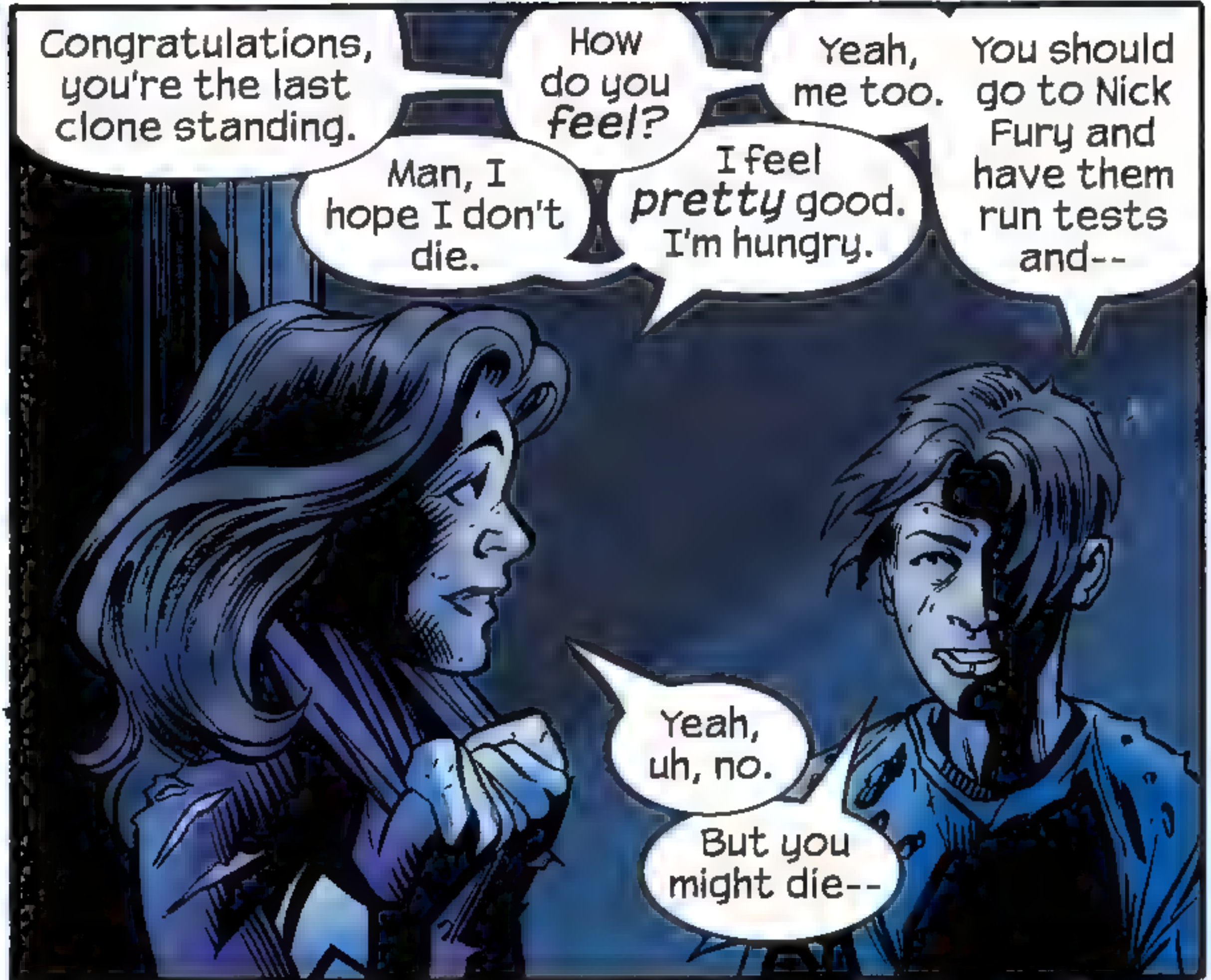
Thought I'd find you here.



That's weird.

I know you did, that's why I came here.

Everything about this is weird.



Congratulations, you're the last clone standing.

Man, I hope I don't die.

How do you feel?

I feel pretty good. I'm hungry.

Yeah, me too.

You should go to Nick Fury and have them run tests and--

Yeah, uh, no.

But you might die--



You could die running into a man in a giant mechanical--

Rhino suit, yes. But--

Stepping on my jokes.

They're my jokes.

We're cool with Fury now. We're okay.

Maybe *you* are. Me? Not so much.

I'm *done* with shadowy figures of authority and people in white coats for a while.

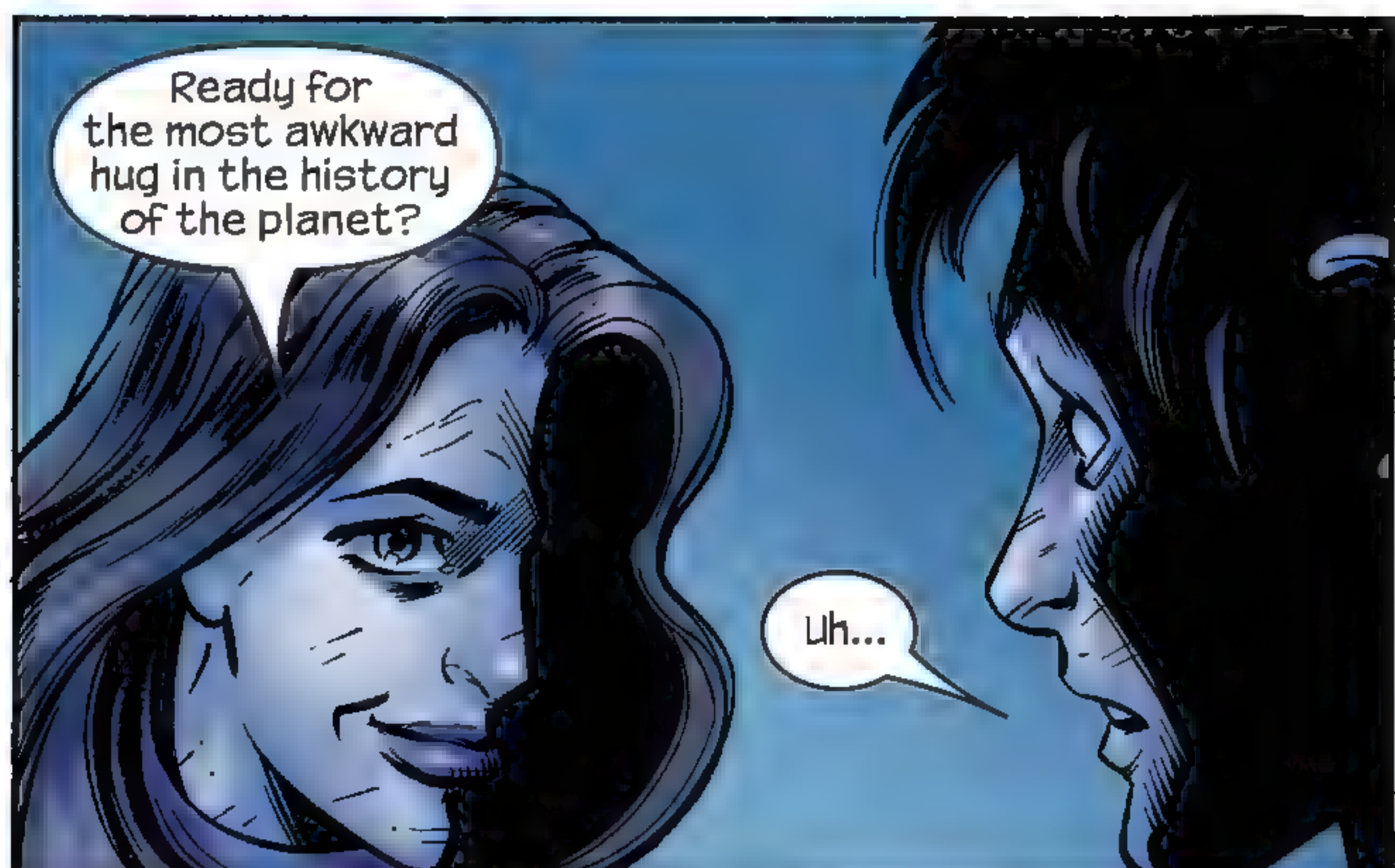
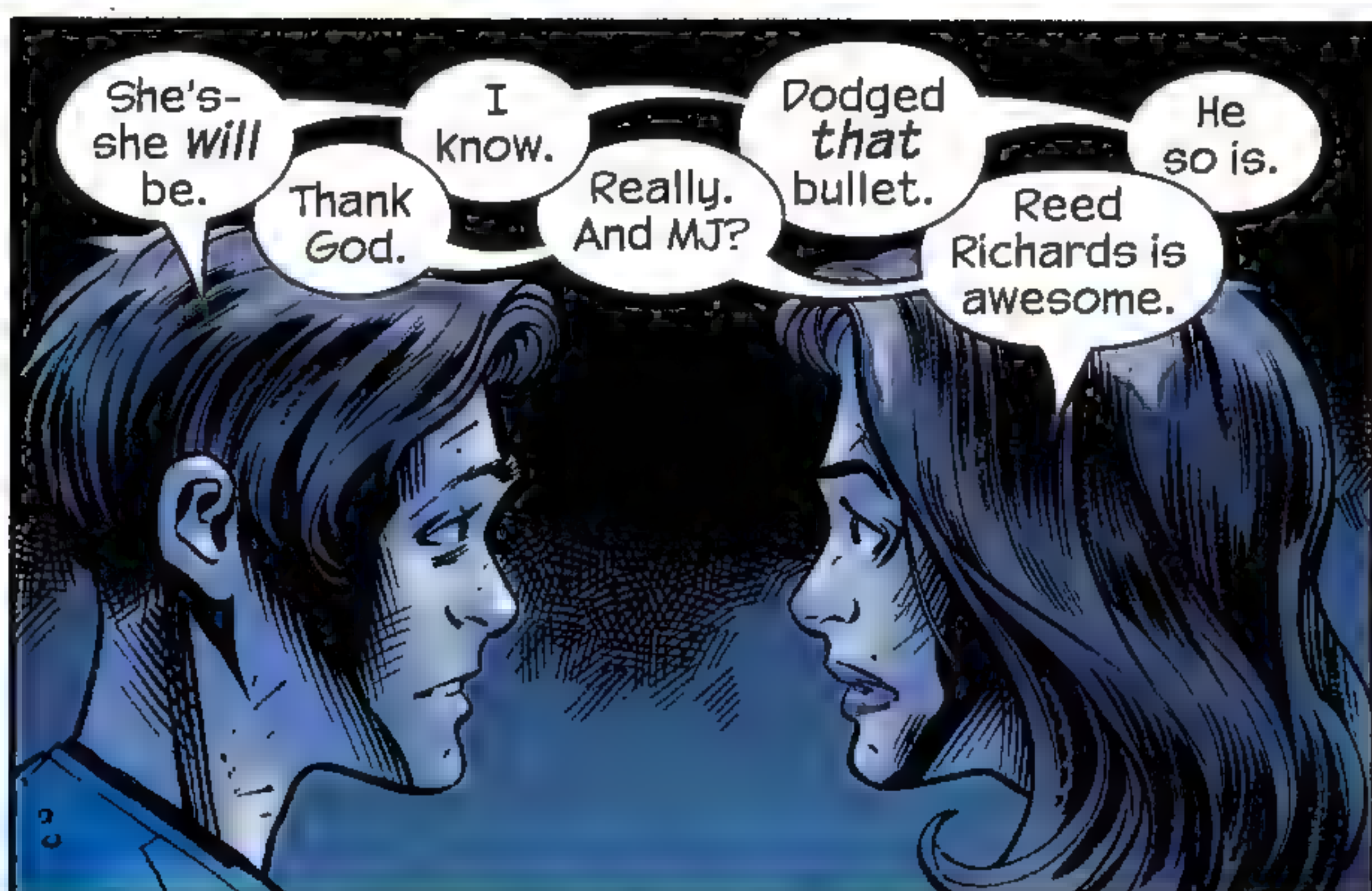
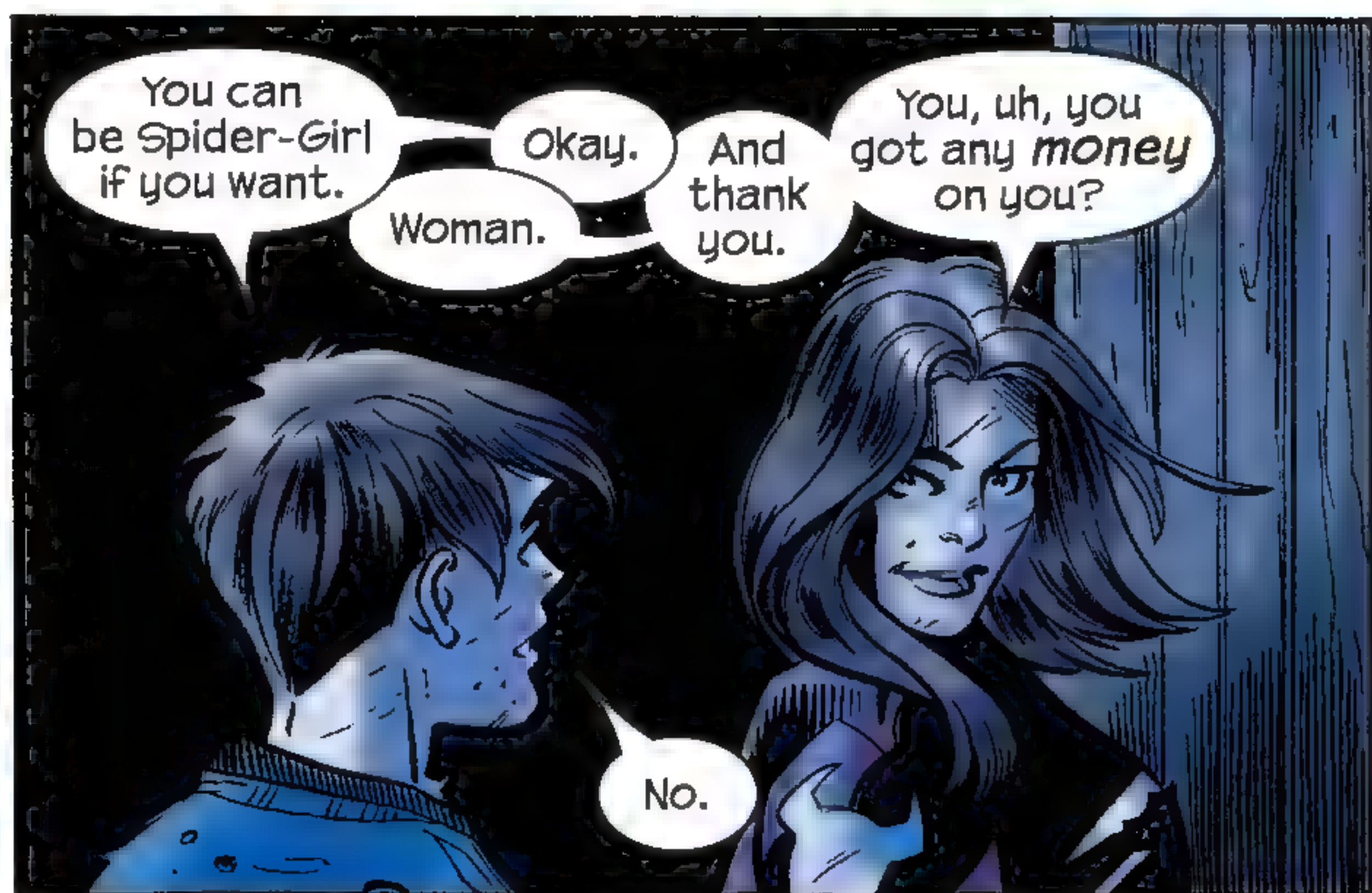


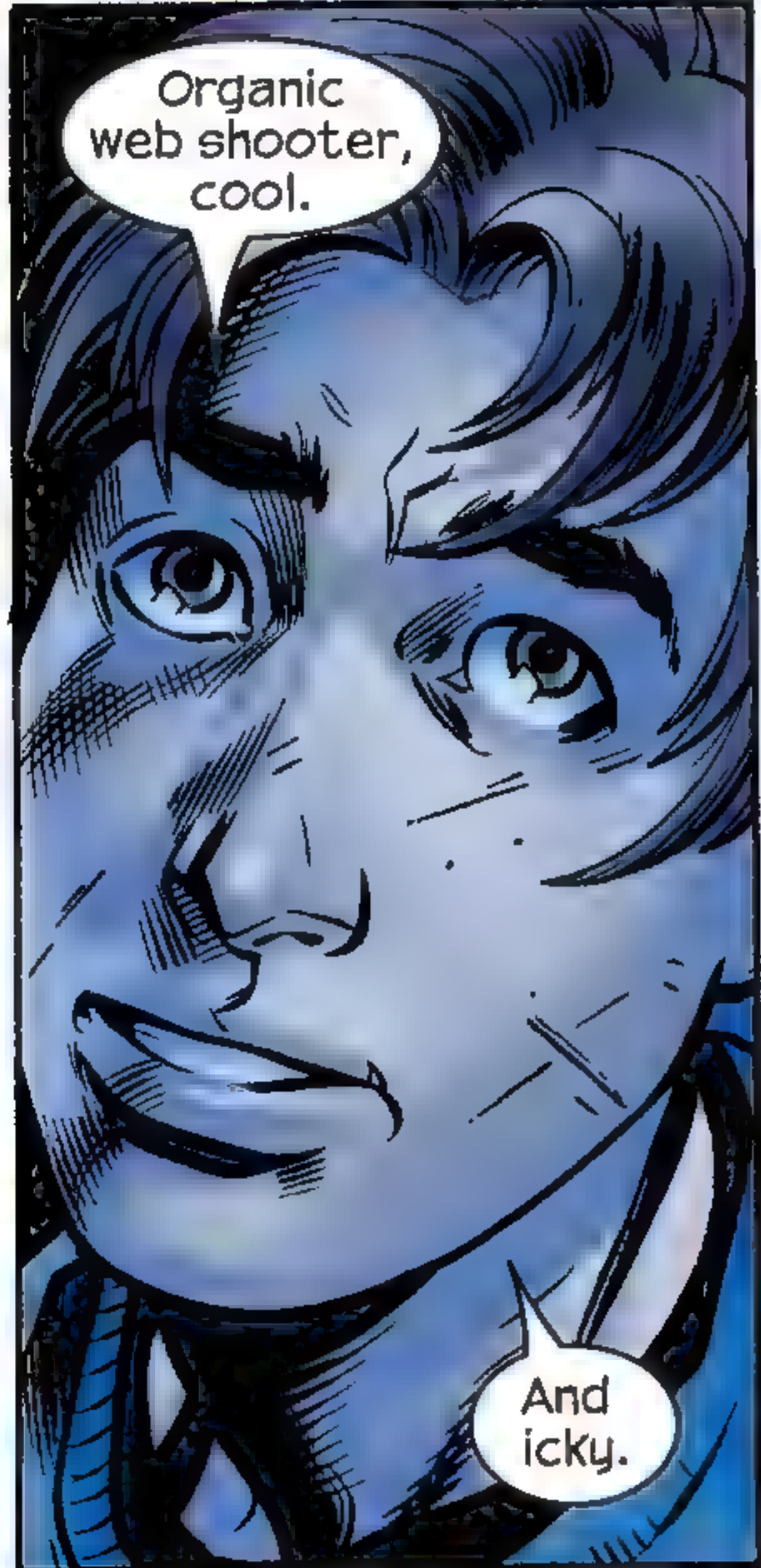
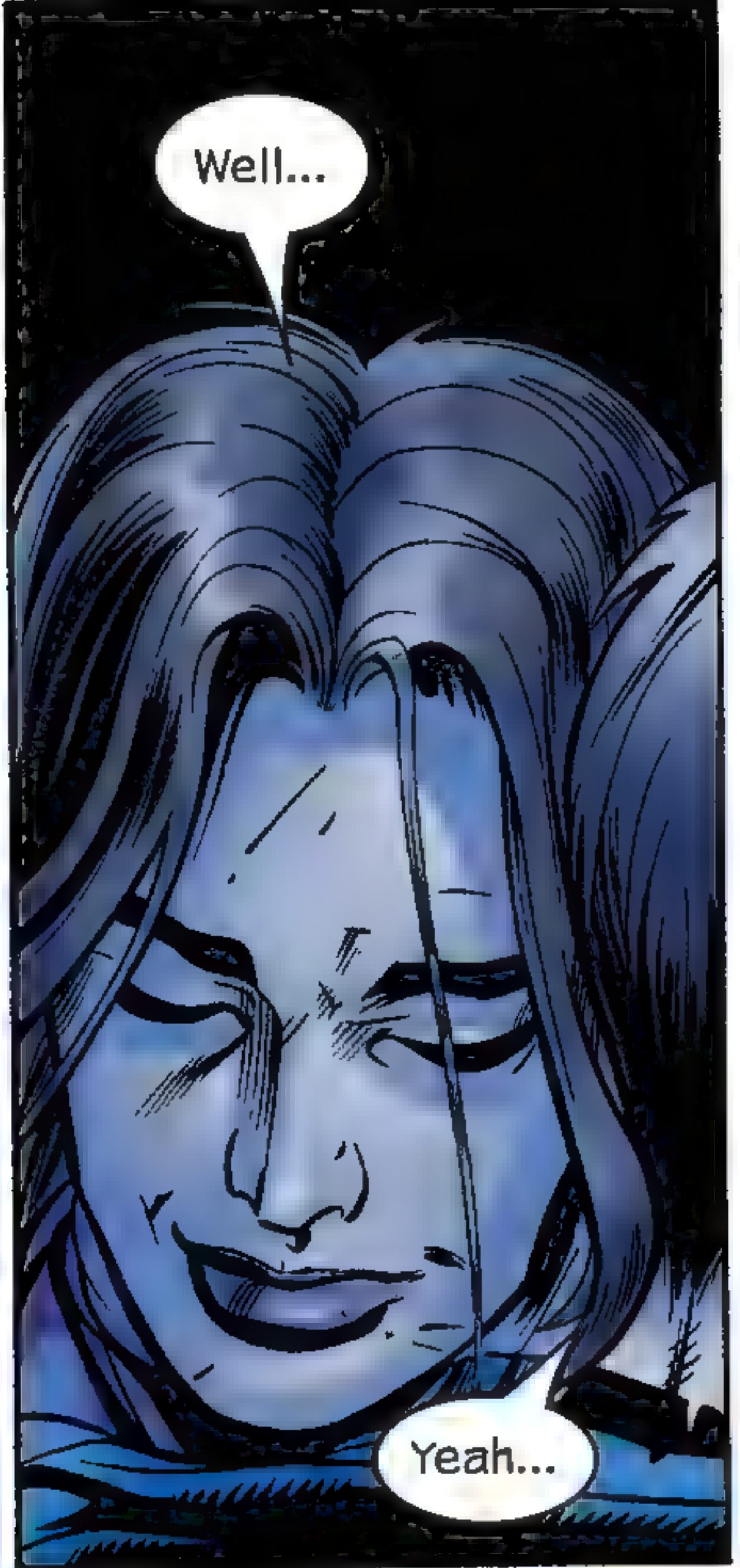
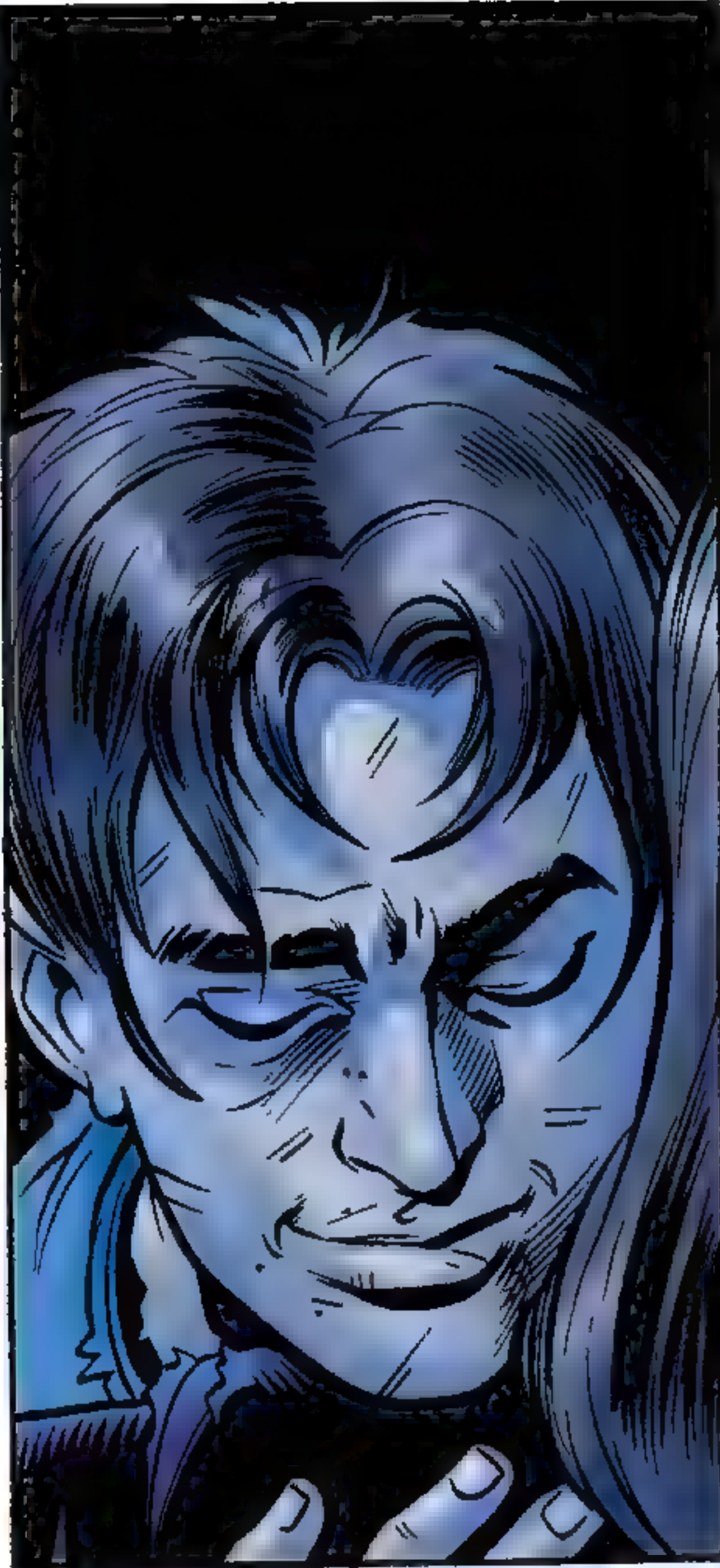
Uh, what *are* you going to do?

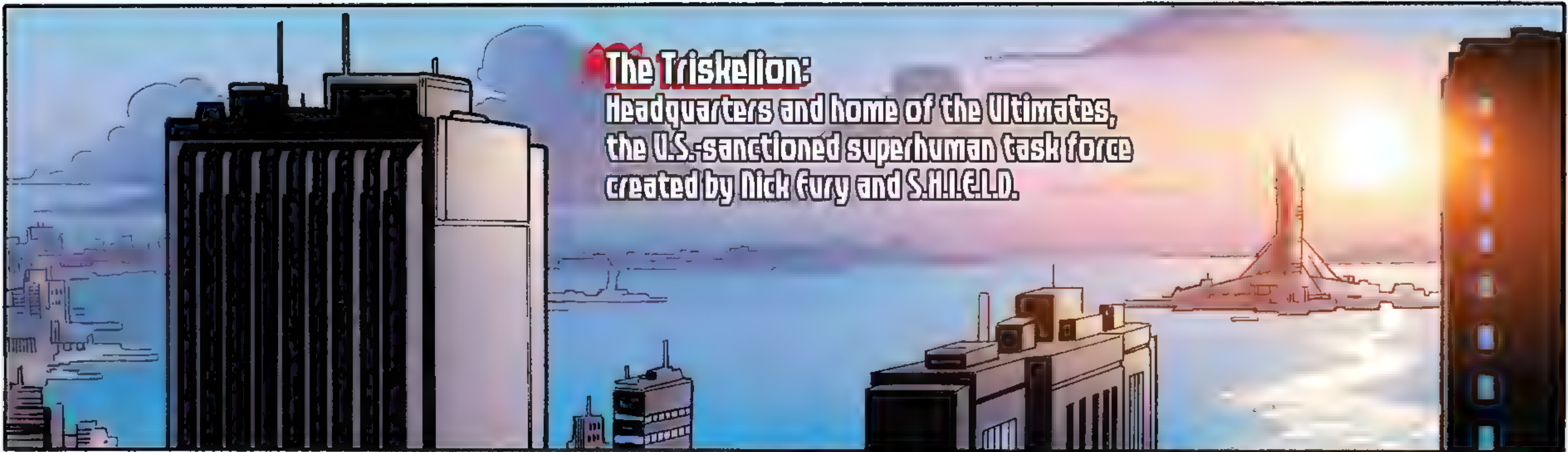


I thought I'd go to school with *you*.





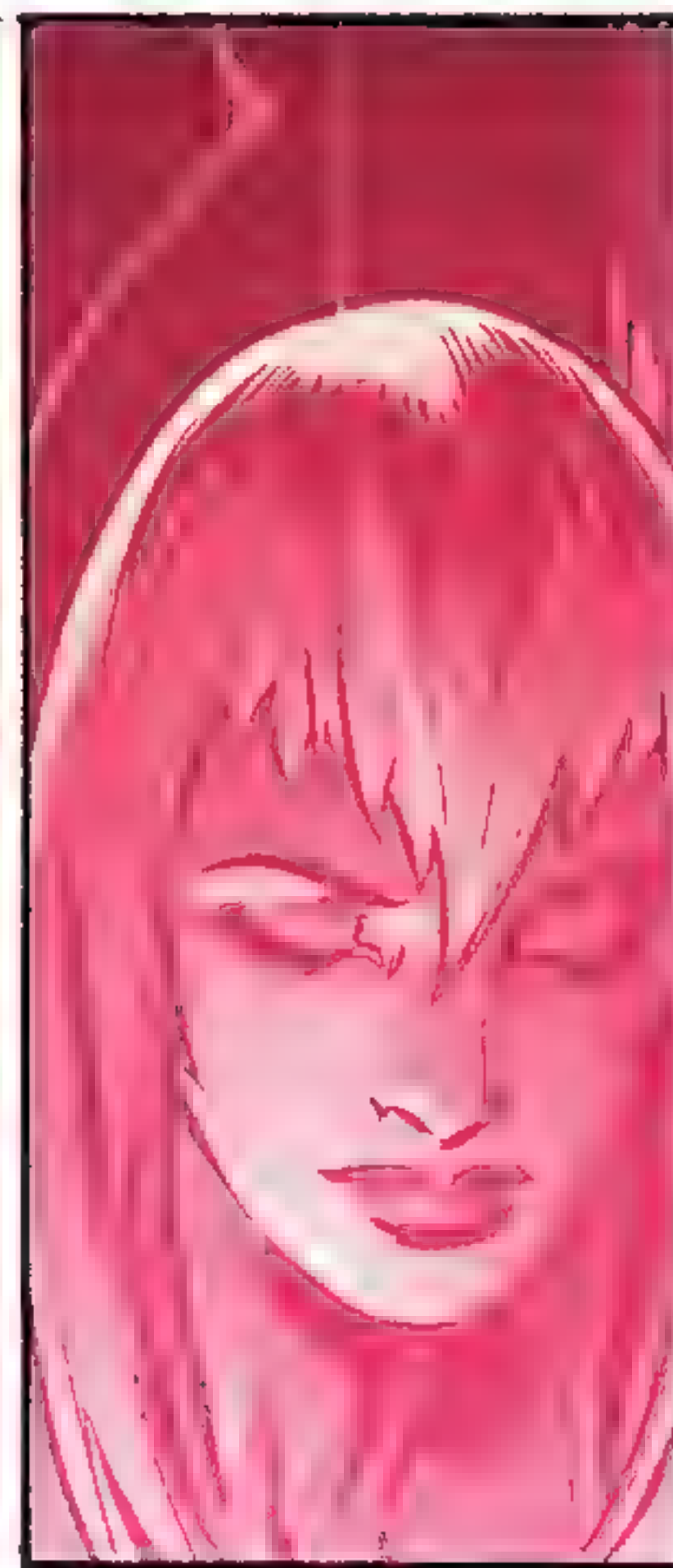
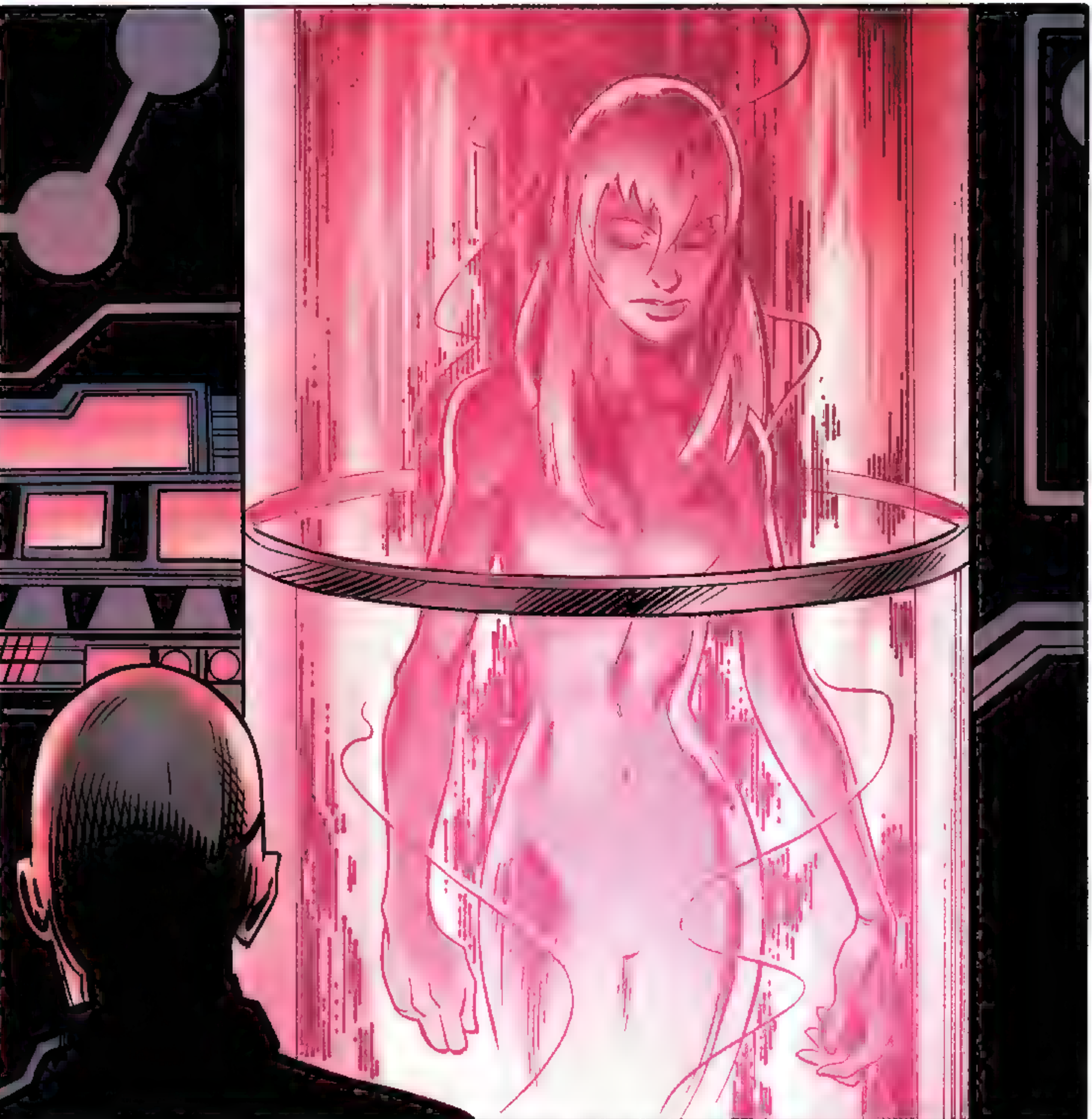
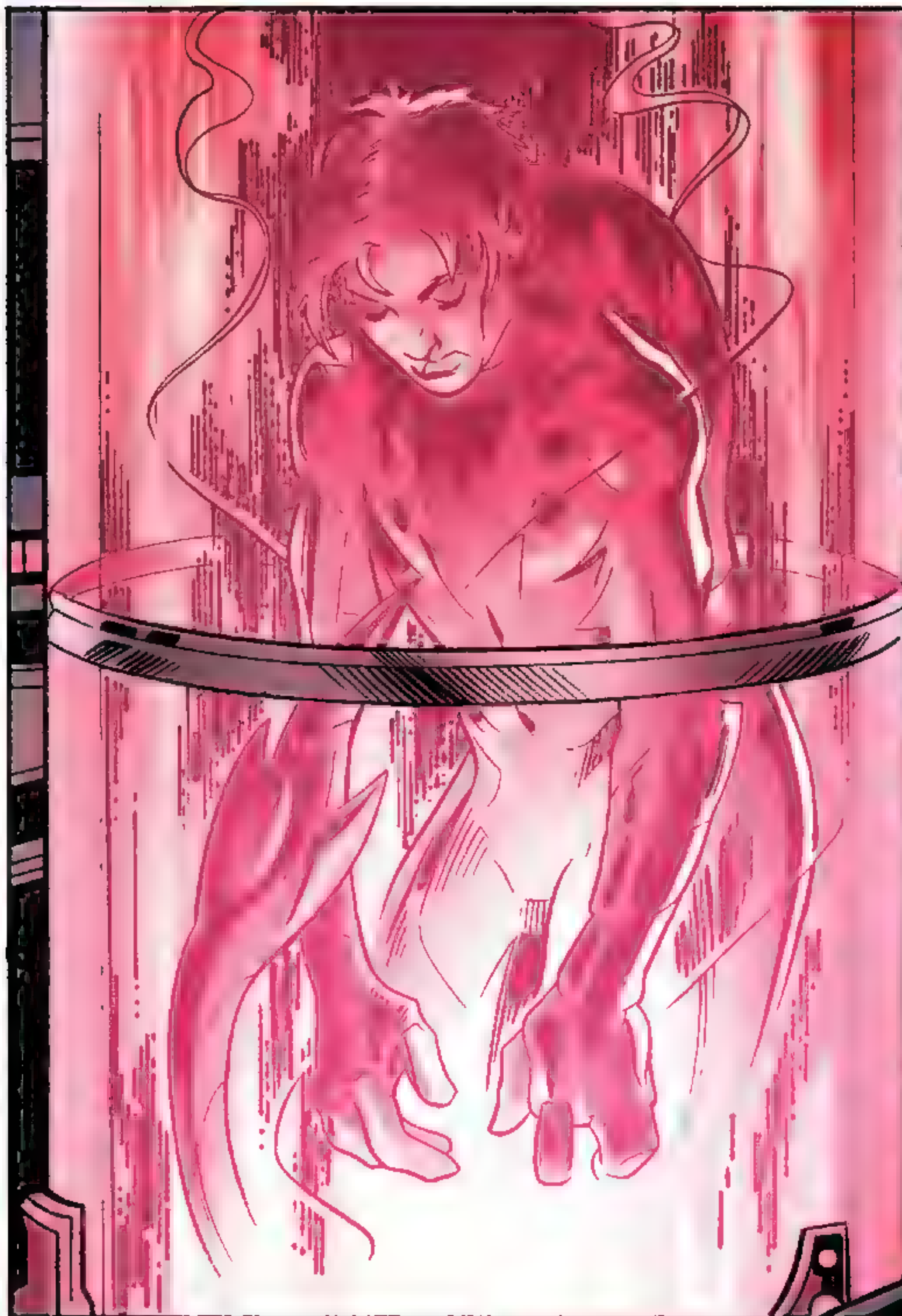
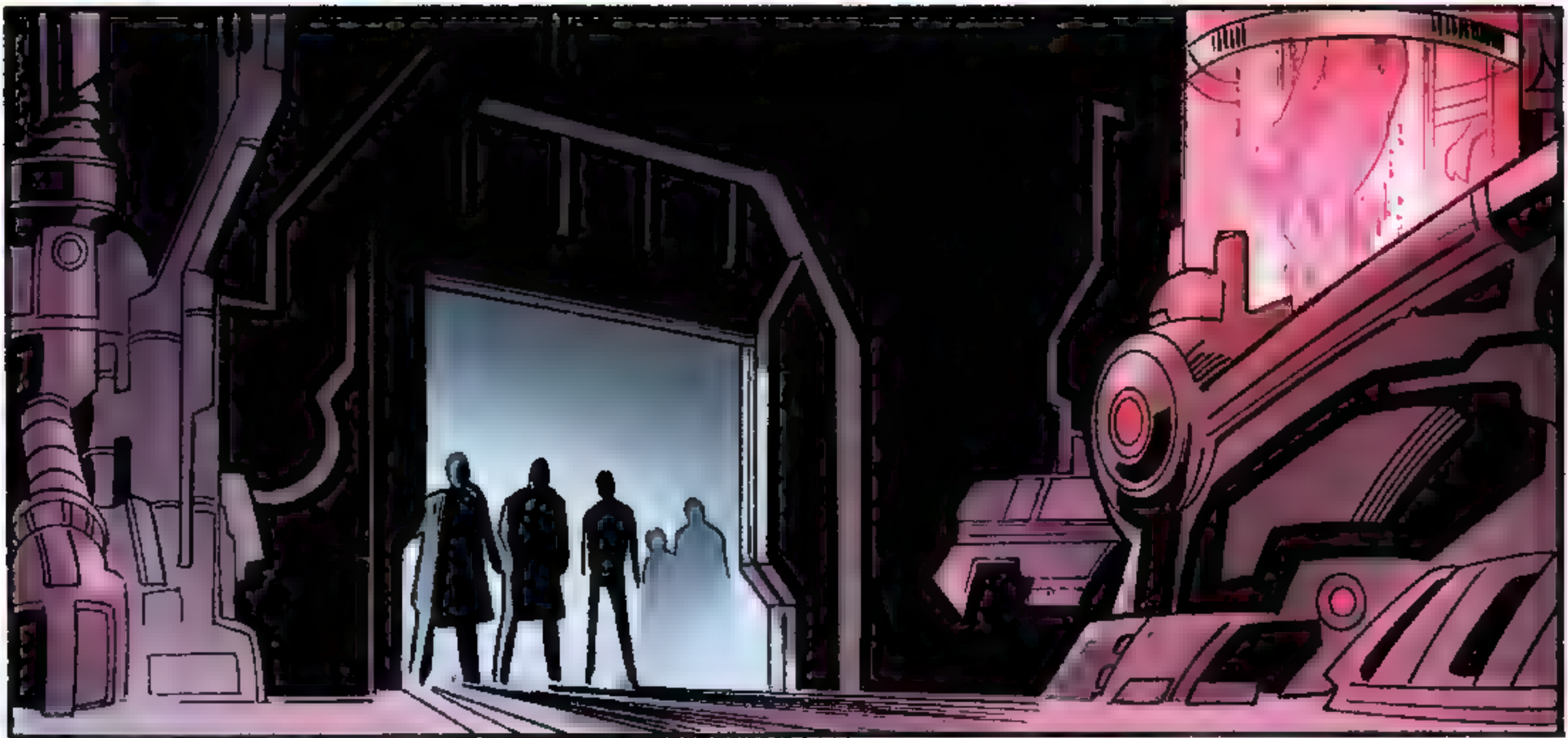




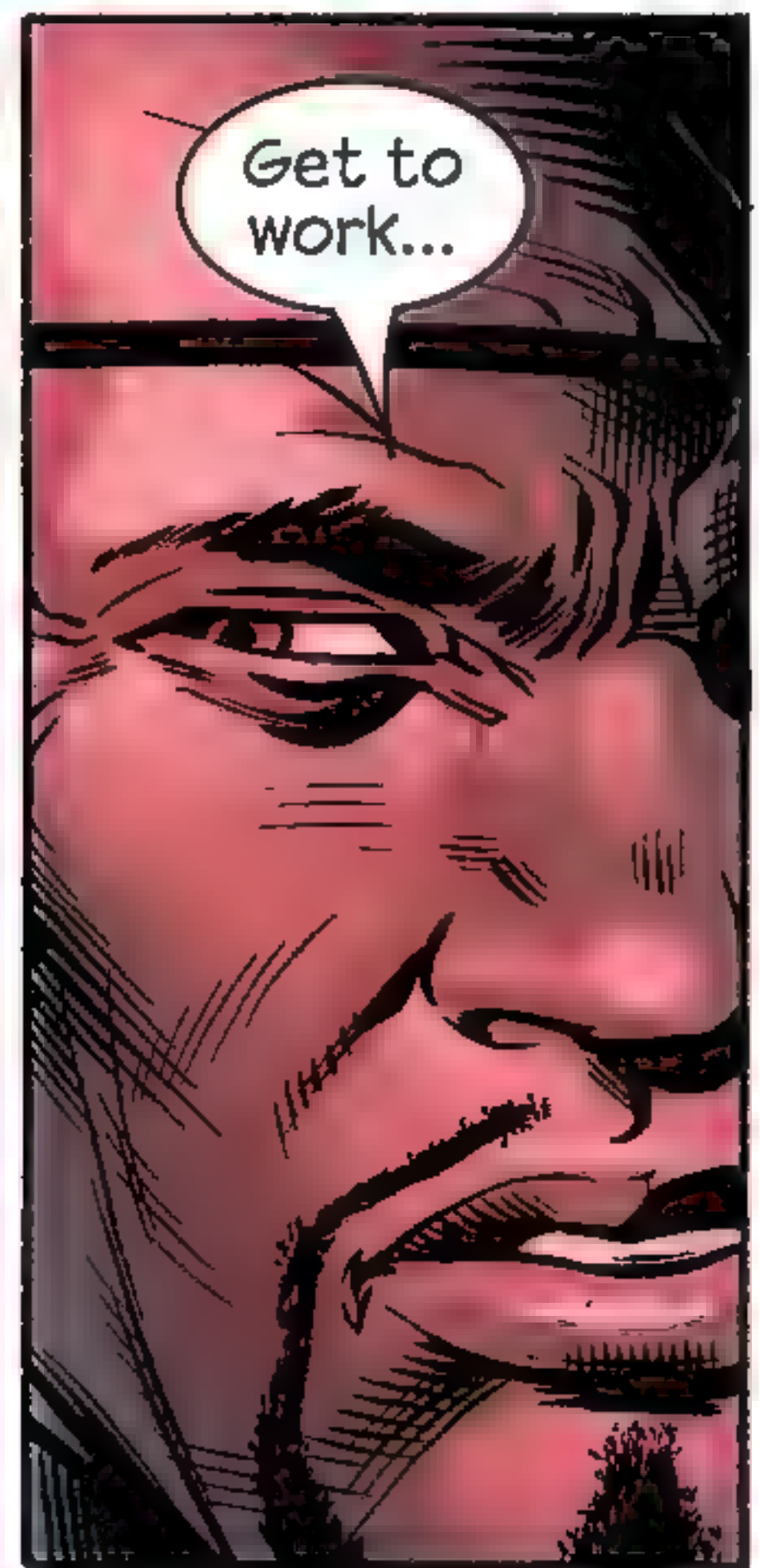
The Triskelion:
Headquarters and home of the Ultimates,
the U.S.-sanctioned superhuman task force
created by Nick Fury and S.H.I.E.L.D.



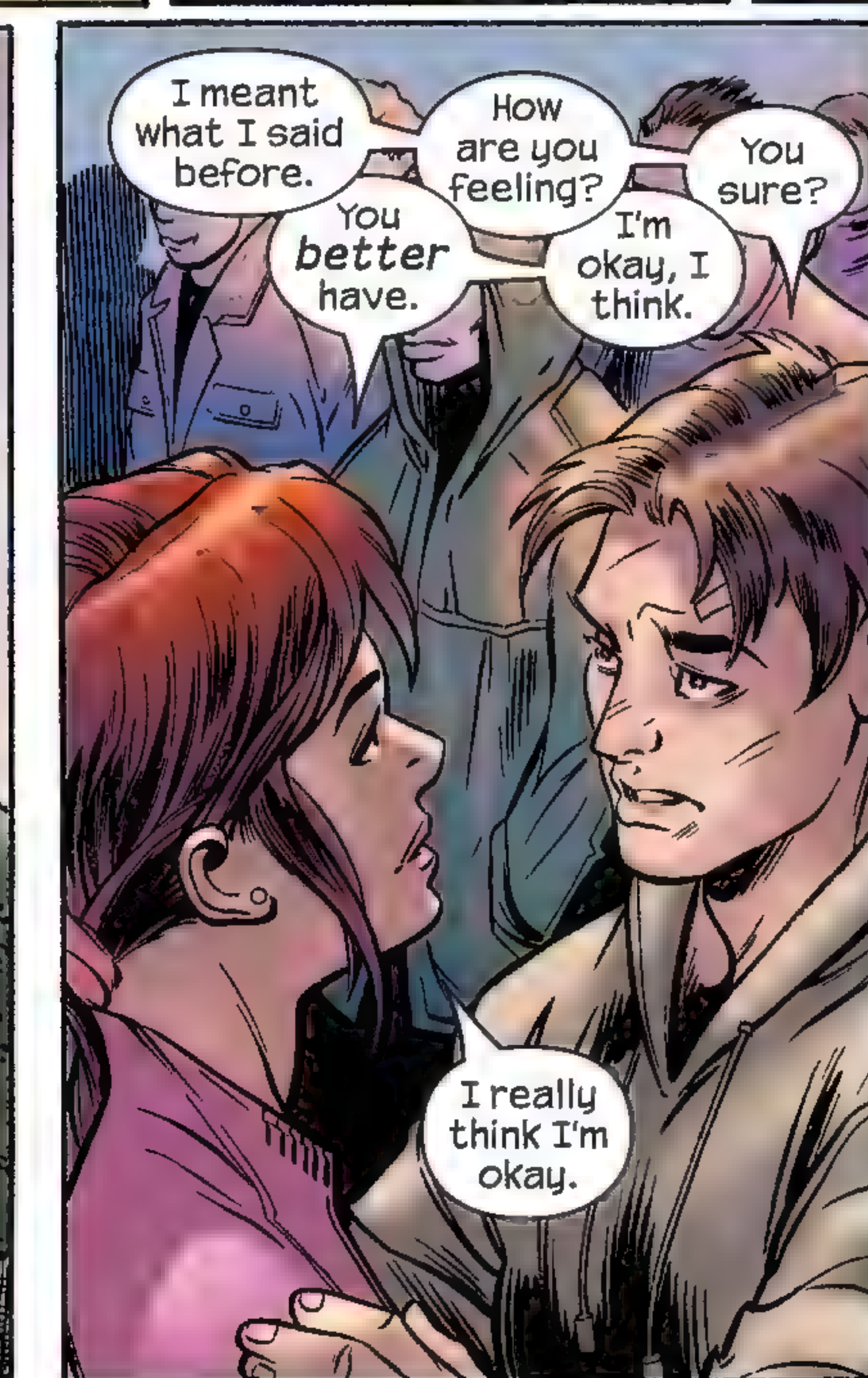
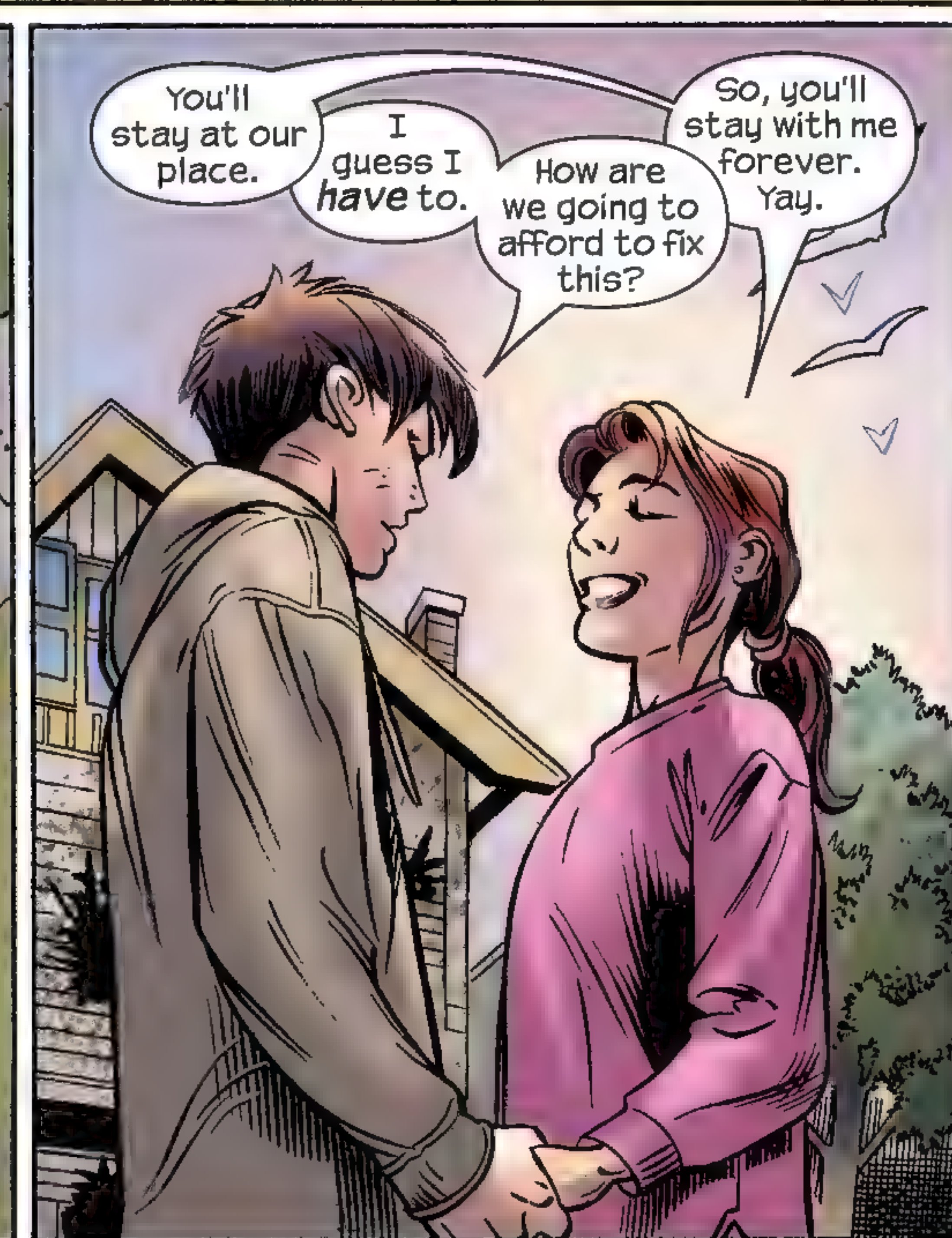
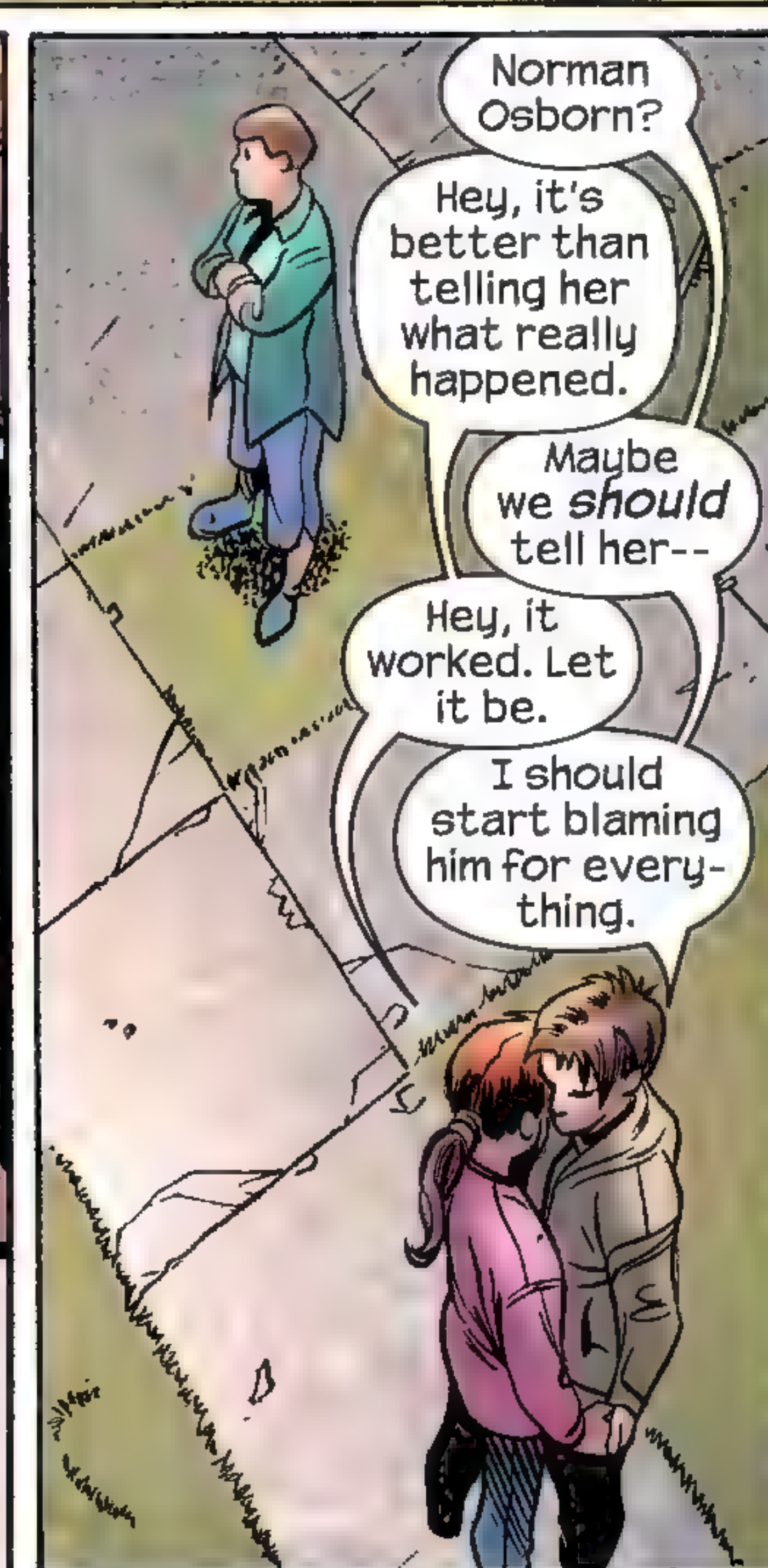
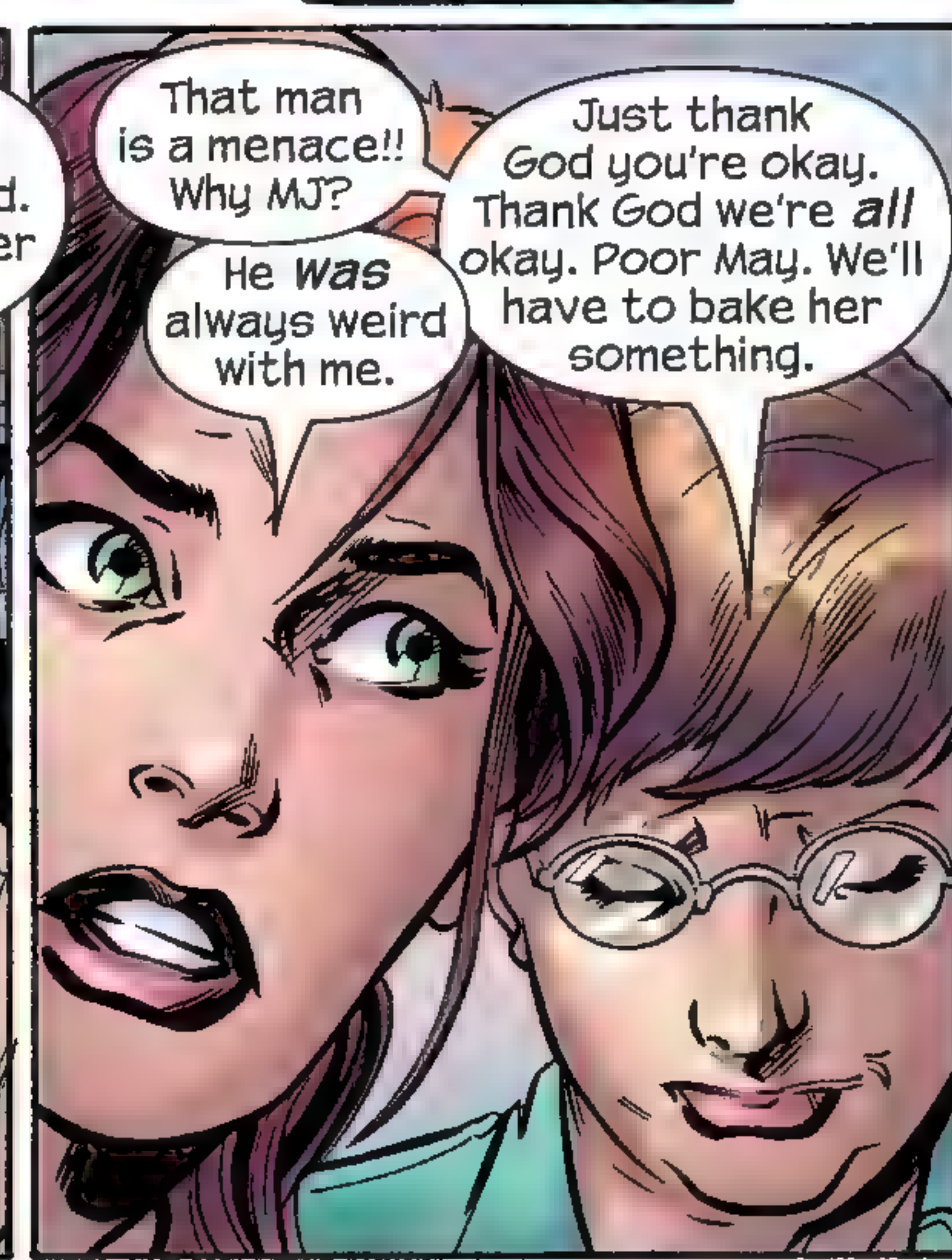
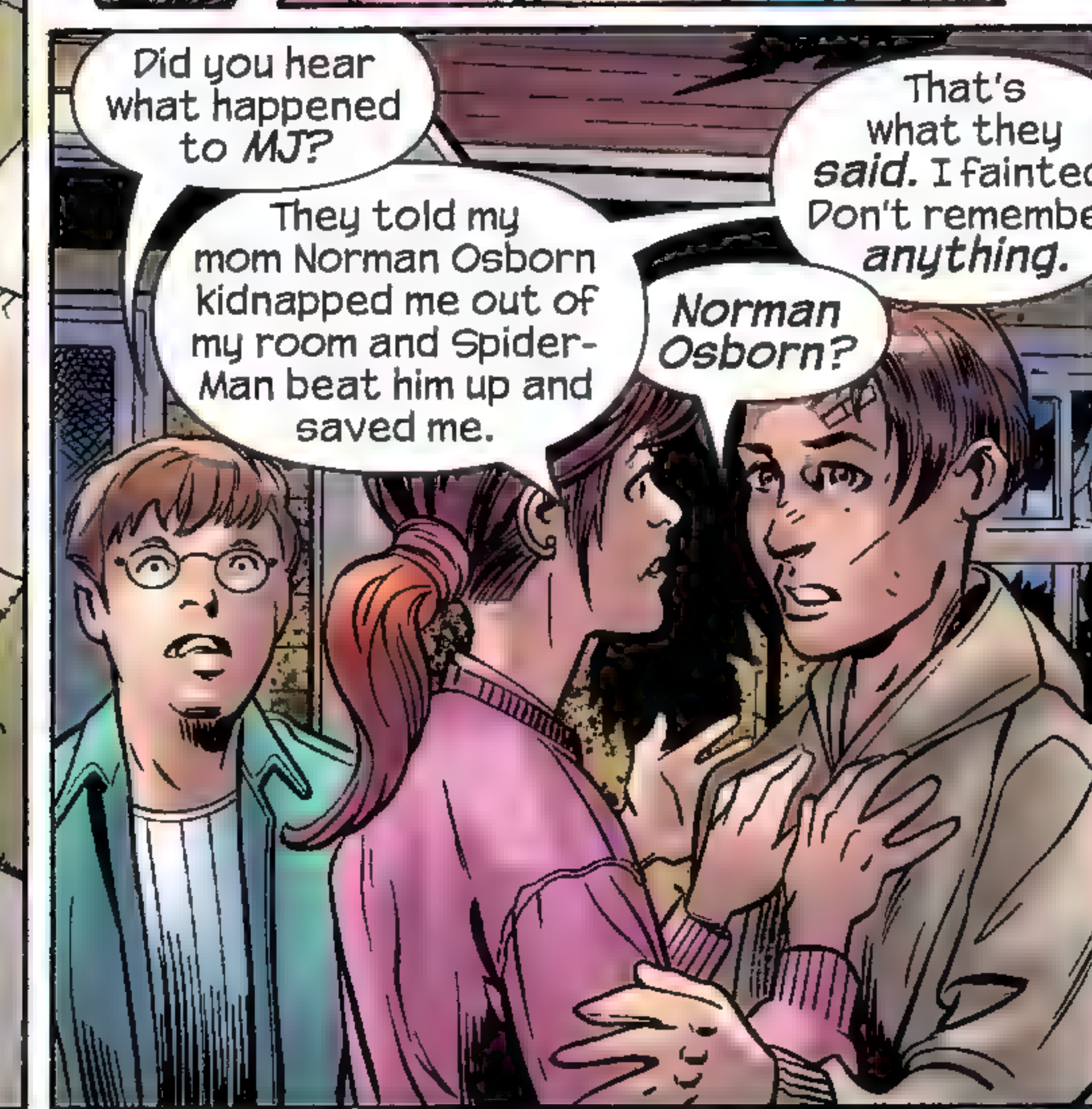
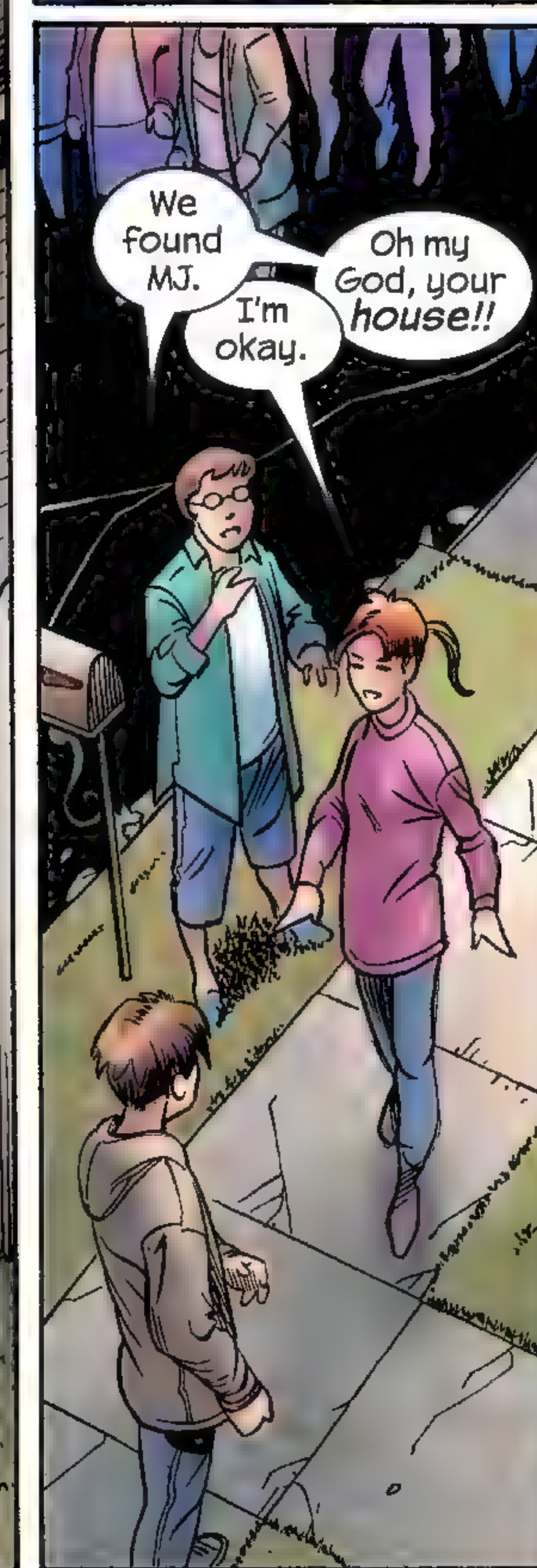
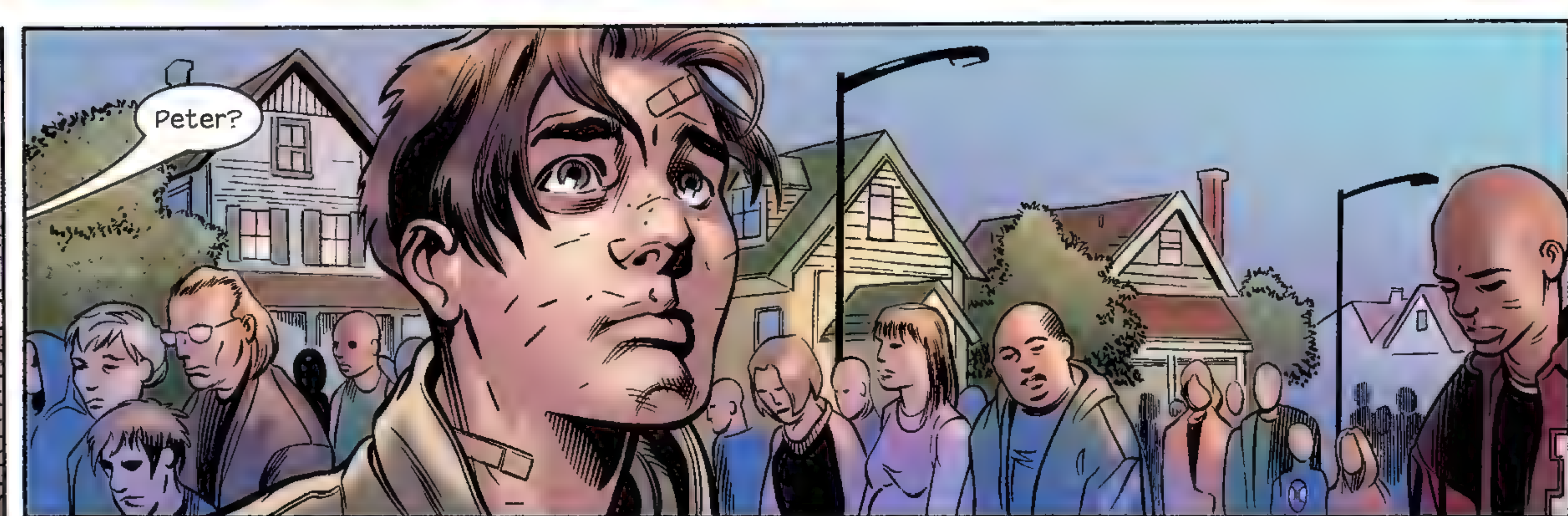
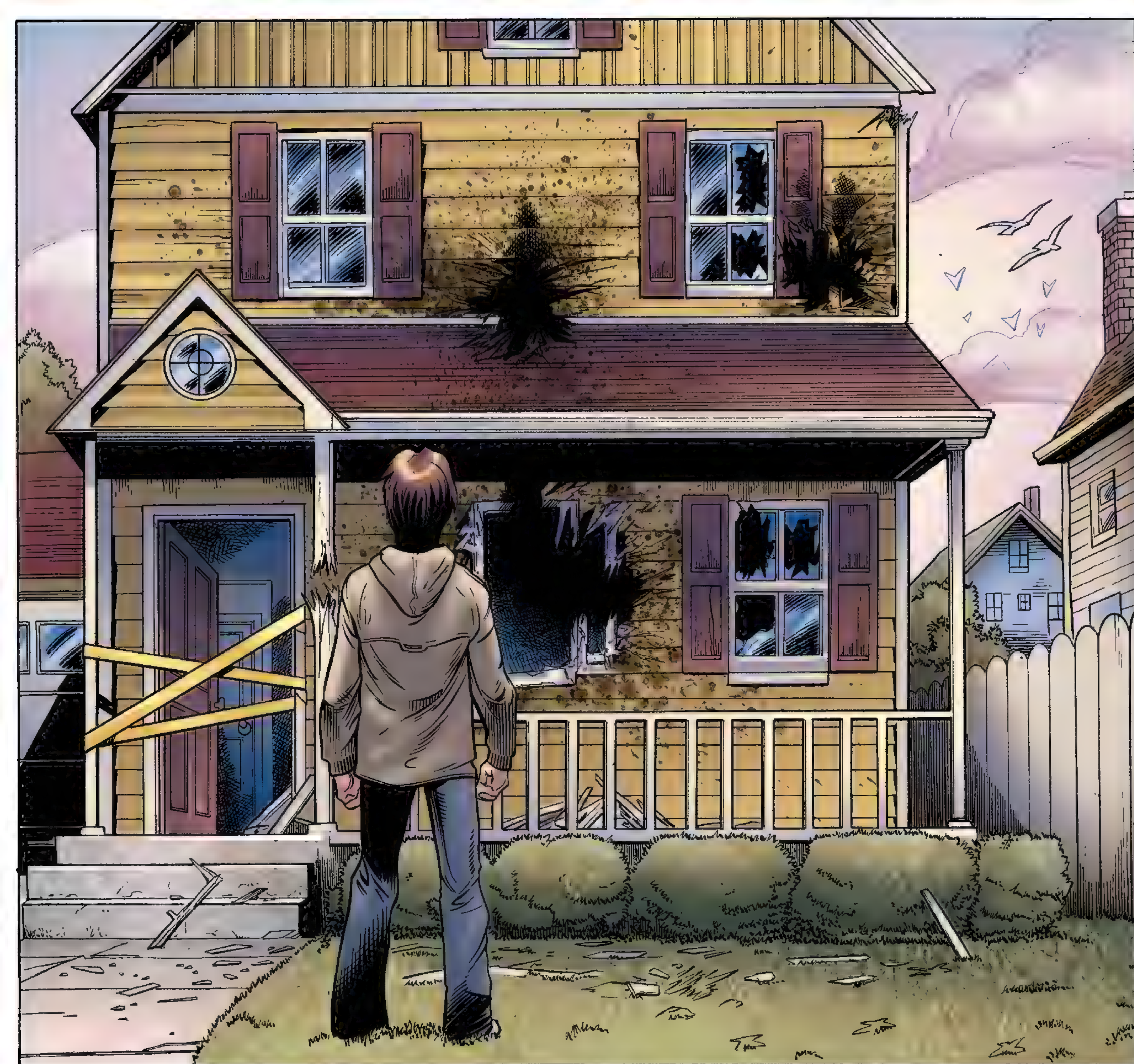
Show me...

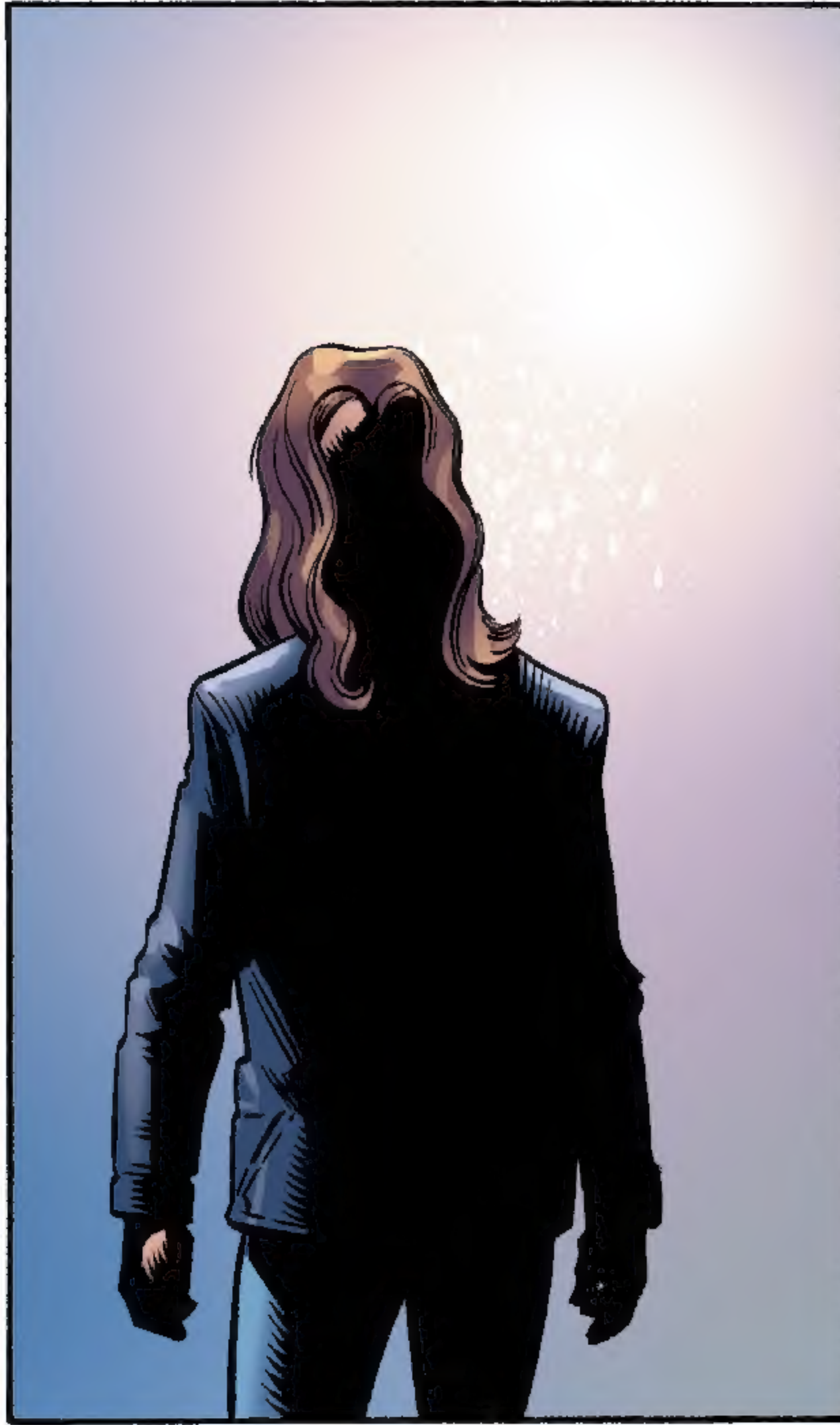
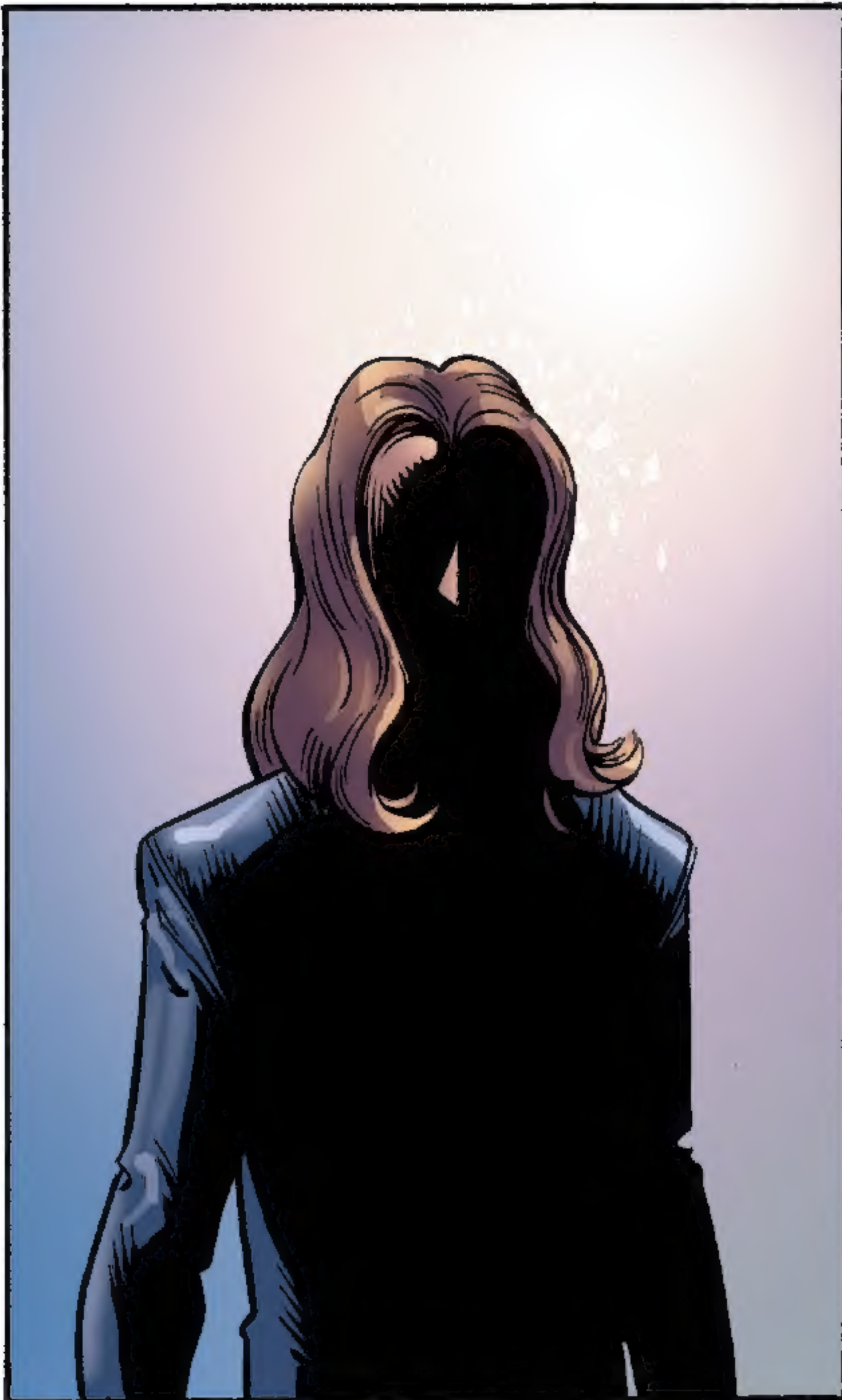
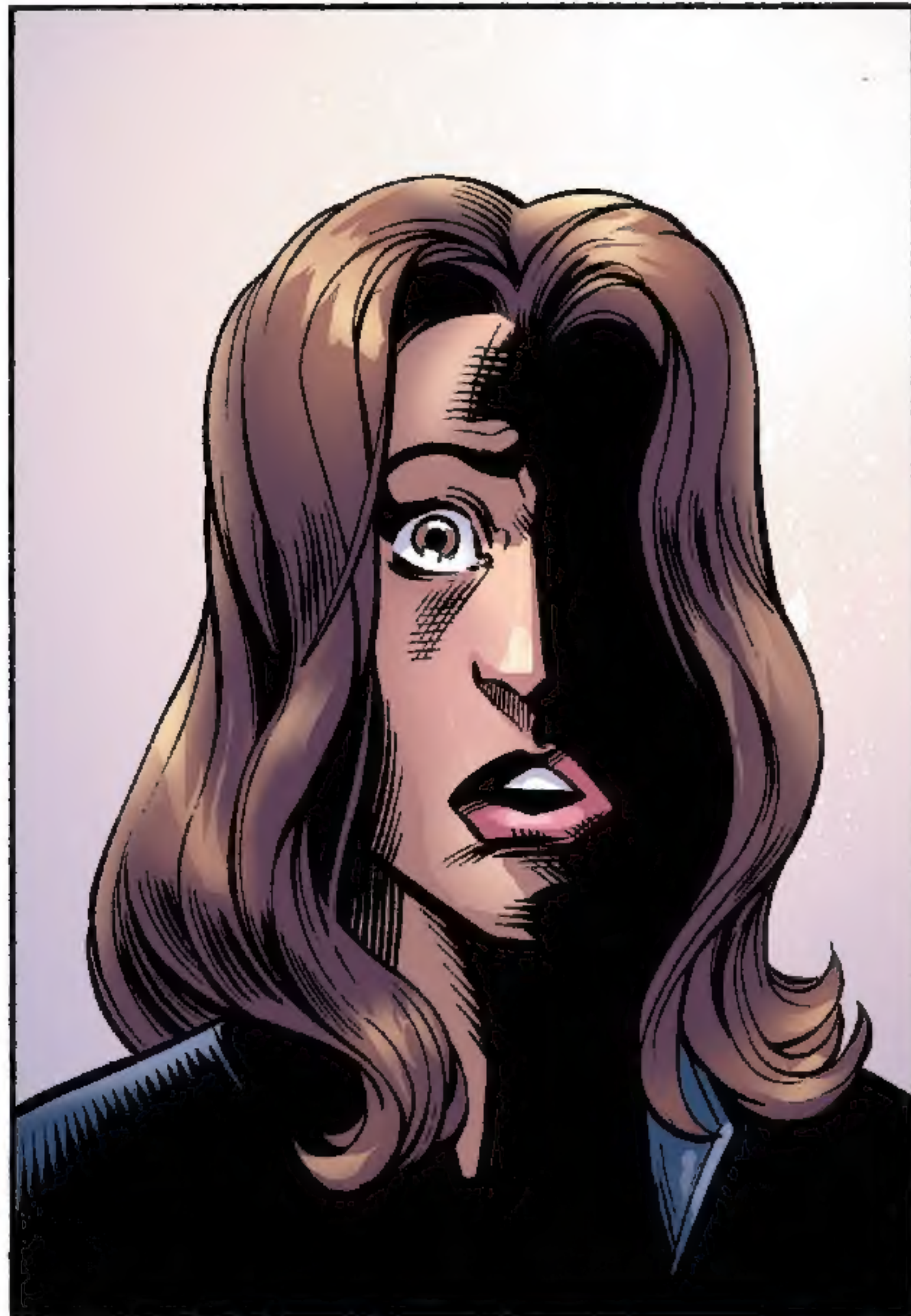
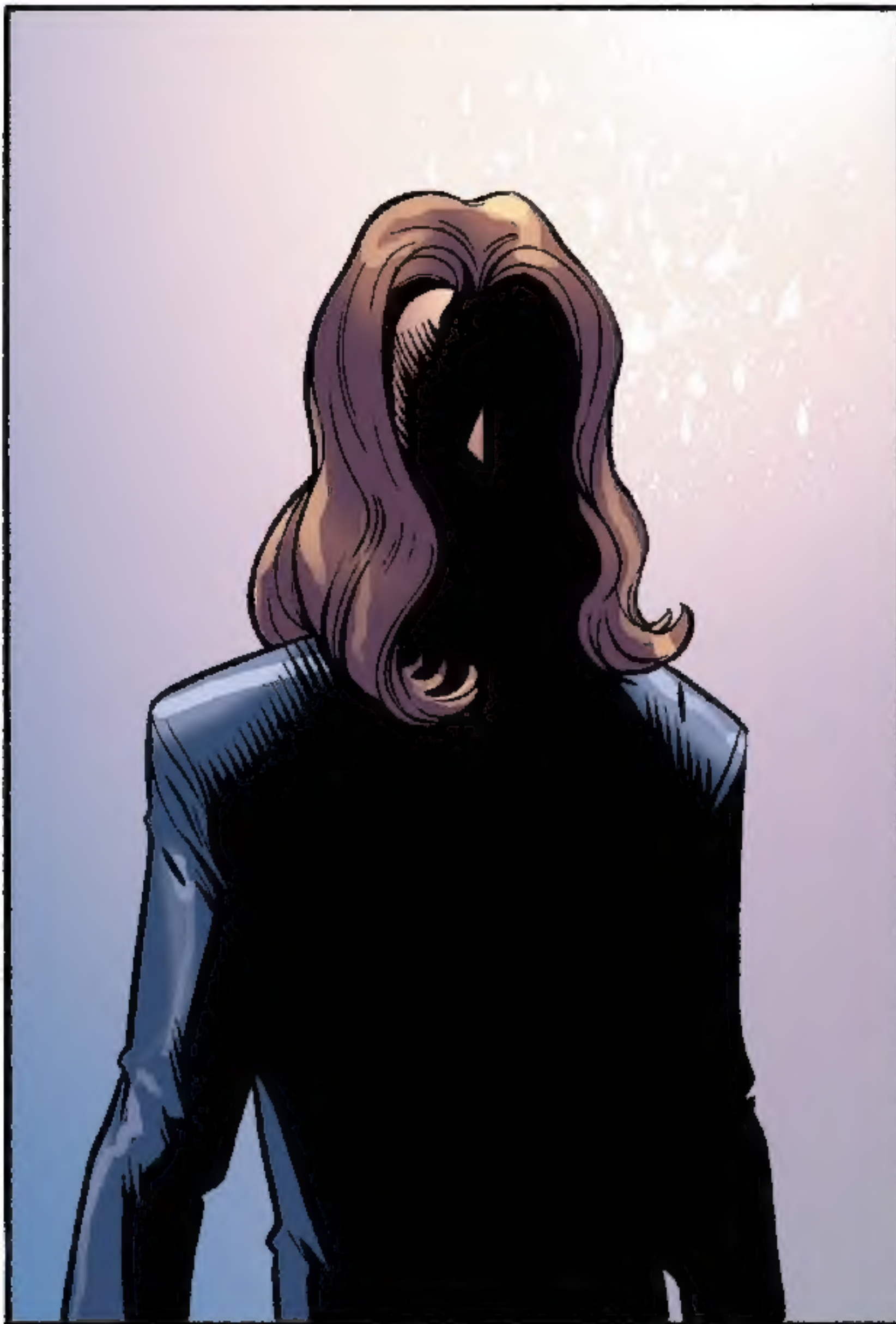
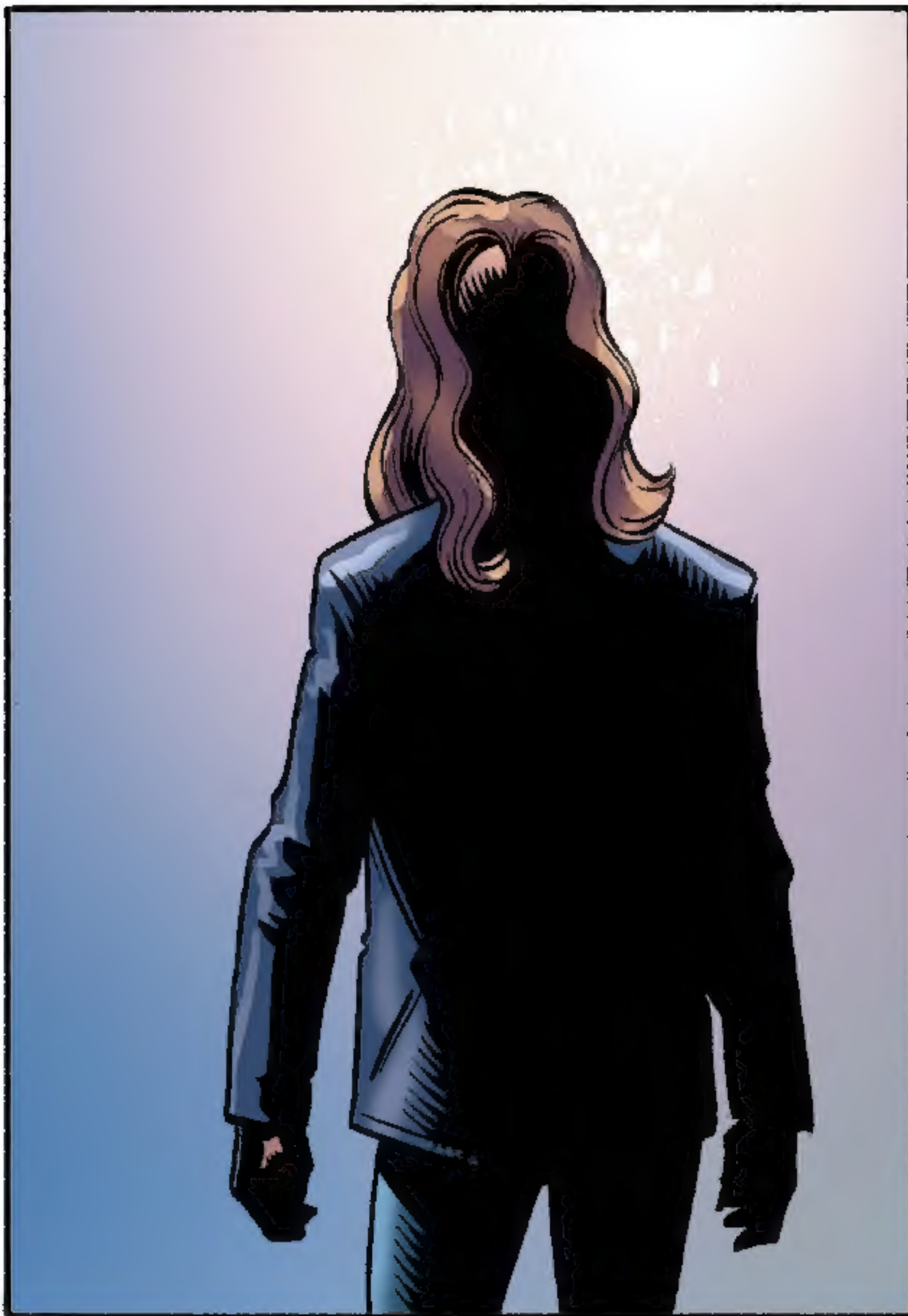


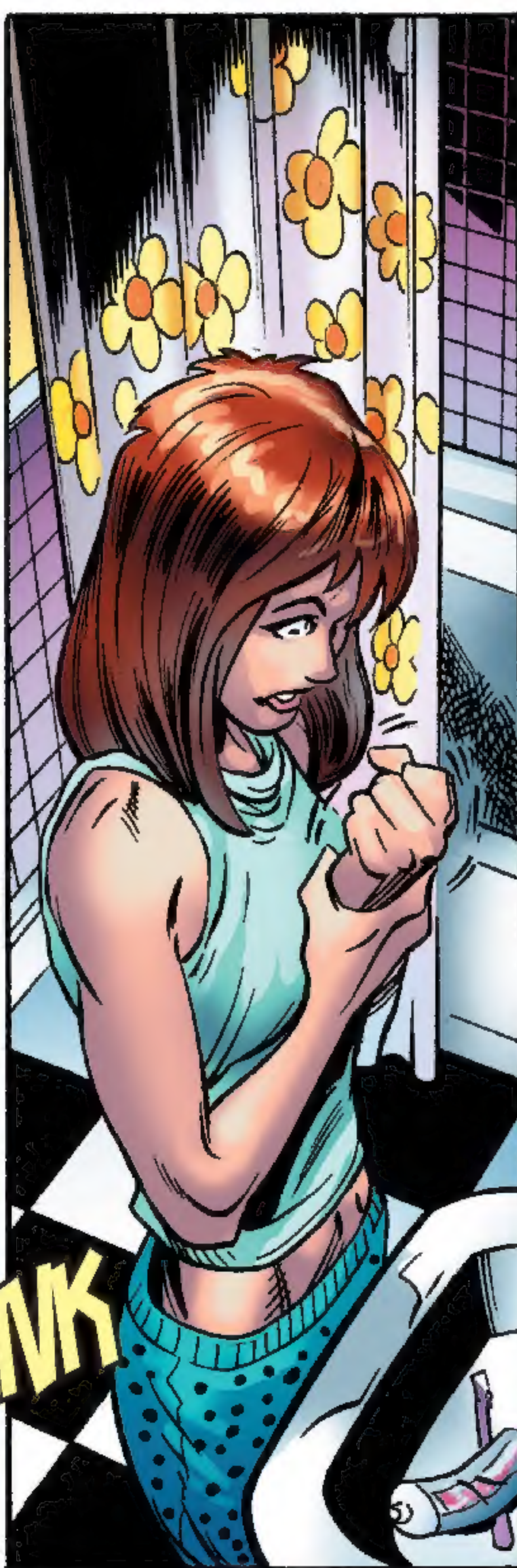
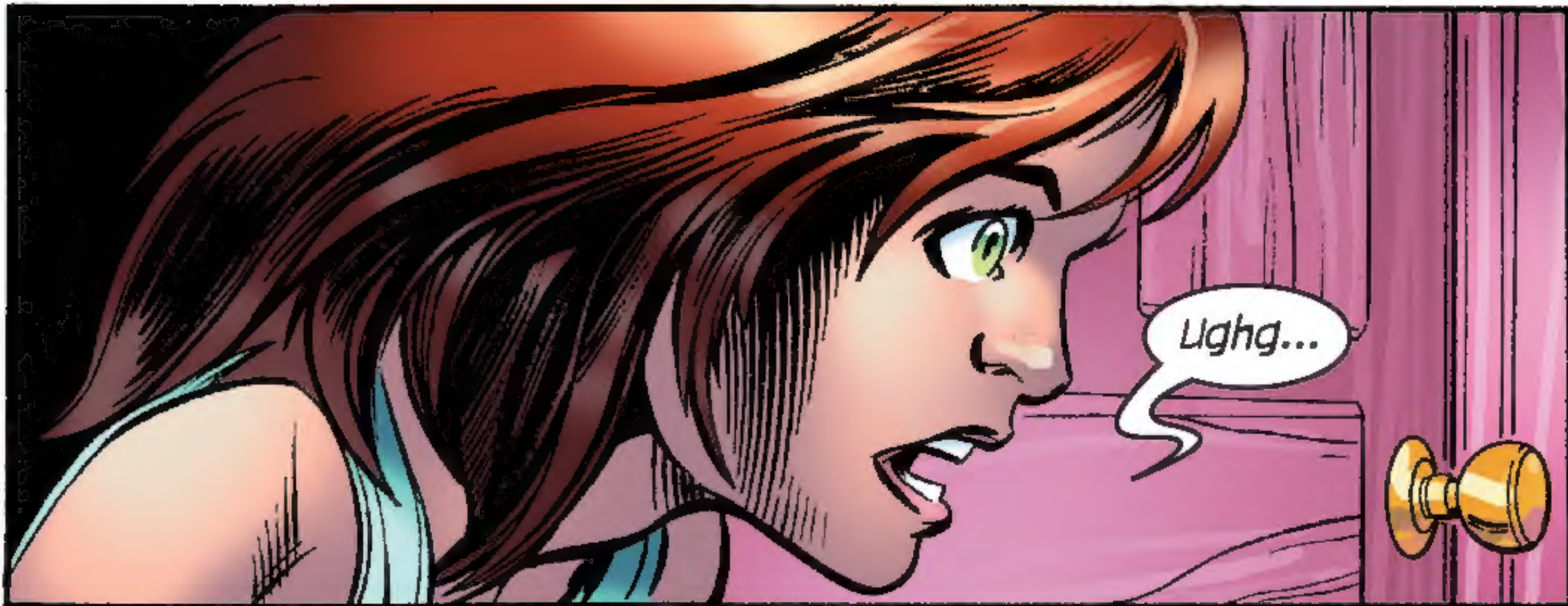
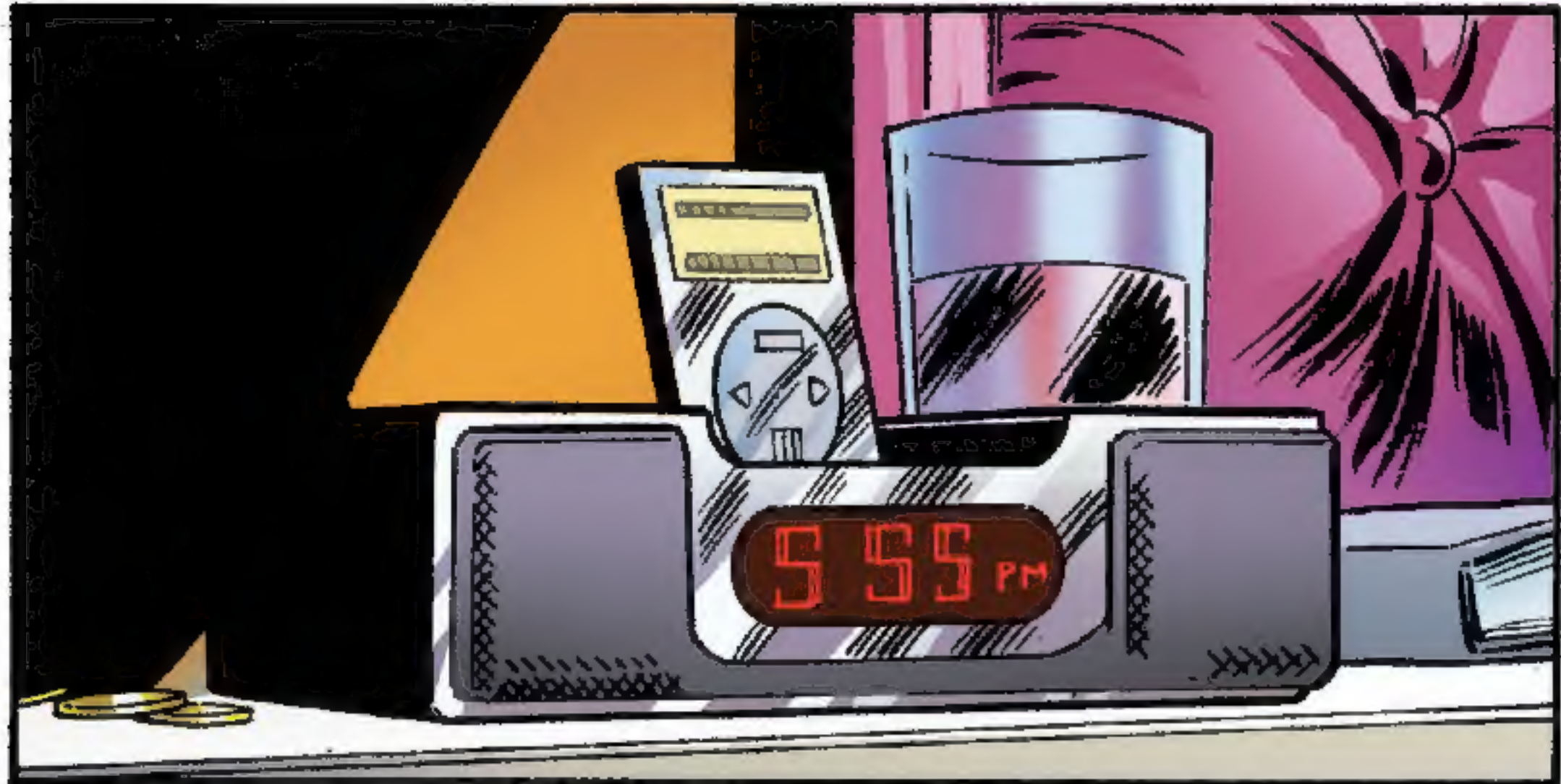
What would you have us do with them, General?



Get to work...











SEND IN THE CLONES!

While Peter Parker tries to sort out his relationships with new girlfriend Kitty Pryde and ex-girlfriend Mary Jane Watson, his alter ego Spider-Man comes face-to-face with the most unexpected foe of all: Peter Parker! But Peter Parker is Spider-Man...isn't he? Who's who becomes a dangerous guessing game as a sinister series of clones turns Peter's life upside down and forces Spider-Man into a devastating confrontation with one of his oldest foes. Guest-starring the Fantastic Four, Nick Fury, the Ultimates, the X-Men and the all-new, all-different Spider-Woman!

Collecting Ultimate Spider-Man #97-105, written by **Brian Michael Bendis** (All-New X-Men) and illustrated by **Mark Bagley** (Fantastic Four).



MARVEL